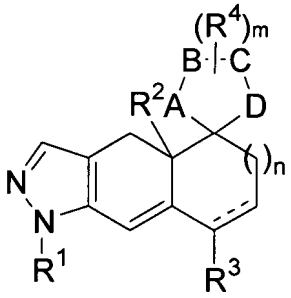
Amendments to the Claims:

This listing of claims replaces all prior versions, and listings, of claims in the application:

Listing of Claims:

1 to 7. (canceled)

8. (currently amended) A pharmaceutical composition comprising a compound of Formula I ~~according to claim 1~~



I

Wherein

m is 0, 1, 2 or 3;

n is 0 or 1;

–A–B–C–D– is selected from the group consisting of:

(1) –CH_2–CH_2–CH_2–O–,

(2) –CH_2–CH_2–C(O)–O–,

(3) –CH=CH–C(O)–O–,

(4) –O–CH_2–CH_2–CH_2–,

(5) –O–C(O)–CH_2–CH_2–,

(6) –HC=CH–CH_2–O–,

(7) –CH_2–HC=CH–O–,

(8) –CH_2–CH_2–C(O)–NH–,

(9) –CH_2–NH–CH_2–CH_2–,

(10) –CH_2–NH–C(O)–O–,

(11) –NH–C(O)–NH–C(O)–,

(12) –C(O)–NH–C(O)–NH–,

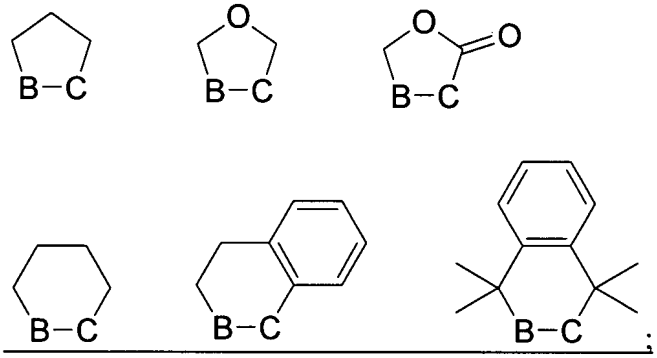
(13) –NH–C(O)–NH–CH_2–,

(14) –NH–C(O)–NH–C(=S)–,

(15) –O–CH_2–CH_2–O– and

(16) –S-CH_2-CH_2-S-;

provided that when the atoms at positions B and C of –A–B–C–D– are both carbon atoms, said atoms may be joined together to form a ring selected from



;

R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,

(b) OCH_3,

(d) CH_3,

(e) CN; ~~and~~

R^2 and R^3 are each individually hydrogen or methyl[[.]]; and

each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) C_{2-6}alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,

(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(6) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(7) –CO_2H,

(8) –CO_2C_{1-3}alkyl,

(9) –OC_{1-3}alkyl,

(10) -SO_2-C_{1-3}alkyl,

(11) -SO_2-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2} alkyl and halo

(12) -C_{1-2}alkyl-O-C_{1-2}alkyl,

(13) –C_{1-2}alkyl-O-C_{2-4}alkenyl,

(14) -C_{1-2}alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(15) -C_{1-2}alkyl-C(O)O-C_{1-2}alkyl,

(16) 2-(1,3-dioxan)ethyl,

(17) -C_{1-2}alkyl-C(O)-NH-phenyl and

(18) -C_{1-2}alkyl-C(O)-NHN;

in combination with a pharmaceutically acceptable carrier.

9. (currently amended) ~~A compound~~ The pharmaceutical composition according to claim 8 wherein

Each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(5) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(6) -SO_2-C_{1-3}alkyl, and

(7) -C_{1-2}alkyl-OC_{1-2}alkyl.

10. (currently amended) ~~A compound~~ The pharmaceutical composition according to claim 9 wherein

–A–B–C–D– is selected from the group consisting of:

(1) –CH_2–CH_2–CH_2–O–,

(2) –CH=CH– CH_2–O–,

(3) – CH_2-CH=CH–O–,

(4) –O–CH_2–CH_2–CH_2–,

(5) –O–CH_2–CH_2–O–,

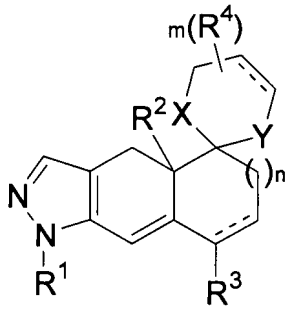
(6) –S–CH_2–CH_2–S–,

(7) –CH2–NH–CH_2–CH_2–, and

(8) –CH_2–NH–C(O)–O–;

R1 is phenyl optionally mono or di- substituted with halo.

11. (currently amended) A compound of Formula II ~~according to claim 1~~



II

Wherein

m is 0, 1 or 2;

n is 0 or 1;

X and Y are each independently selected from CH2, S and O;

R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,
(b) OCH_3,
(d) CH_3,
(e) CN; ~~and~~

R^2 and R^3 are each individually hydrogen or methyl[[.]]; and

each R^4 is independently selected from the group consisting of

(1) -OH,
(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,
(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,
(4) C_{2-6}alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,
(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,
(6) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,
(7) –CO_2H,
(8) –CO_2C_{1-3}alkyl,
(9) –OC_{1-3}alkyl,
(10) -SO_2-C_{1-3}alkyl,
(11) -SO_2-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2} alkyl and halo
(12) -C_{1-2}alkyl-O-C_{1-2}alkyl,
(13) –C_{1-2}alkyl-O-C_{2-4}alkenyl,
(14) -C_{1-2}alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,
(15) -C_{1-2}alkyl-C(O)O-C_{1-2}alkyl,
(16) 2-(1,3-dioxan)ethyl,

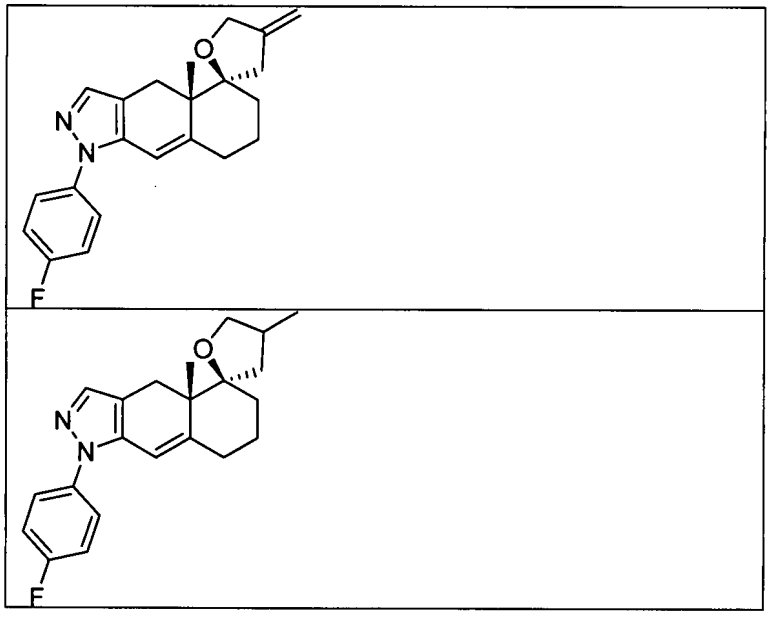
(17) -C_{1-2}alkyl-C(O)-NH-phenyl and
(18) -C_{1-2}alkyl-C(O)-NHN;

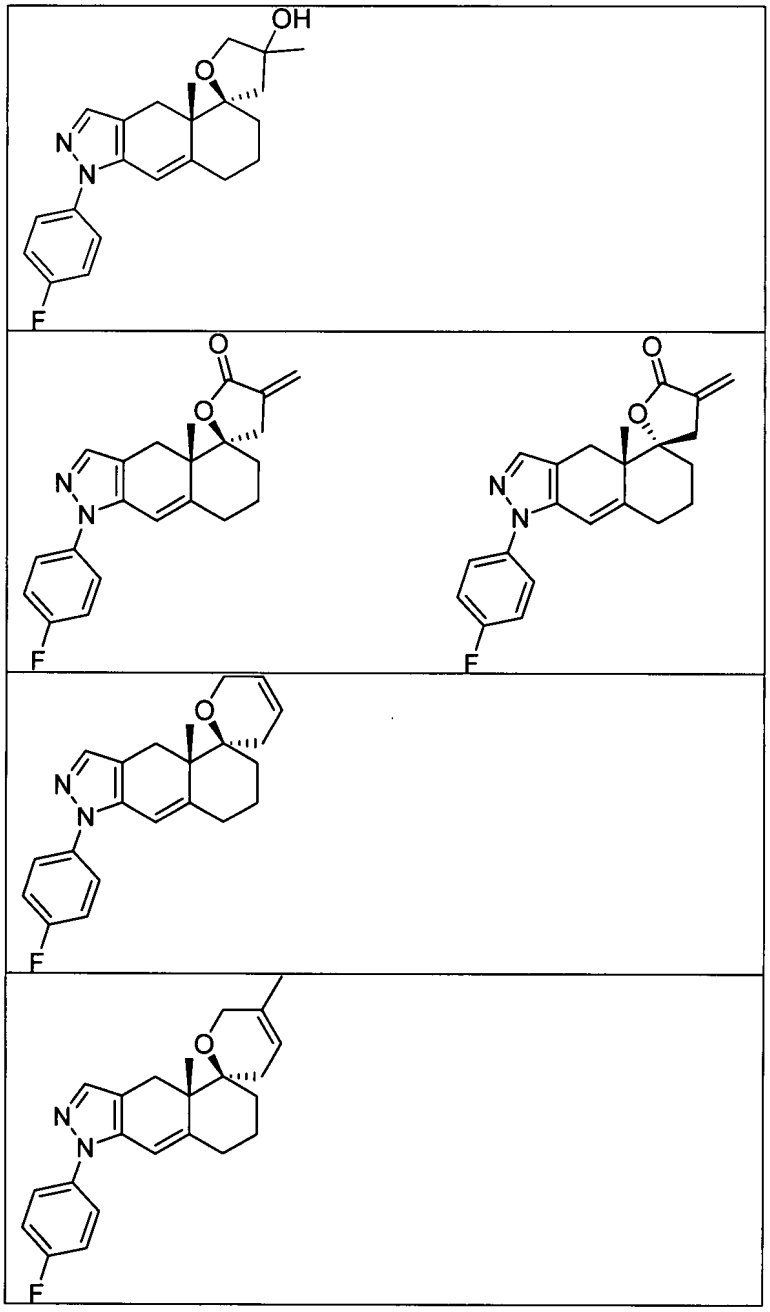
12. (currently amended) A compound according to claim 11 wherein ~~Within this genus, there is a sub-genus of compounds wherein~~ each R^4 is independently selected from the group consisting of -C_{1-6}alkyl or hydrogen.

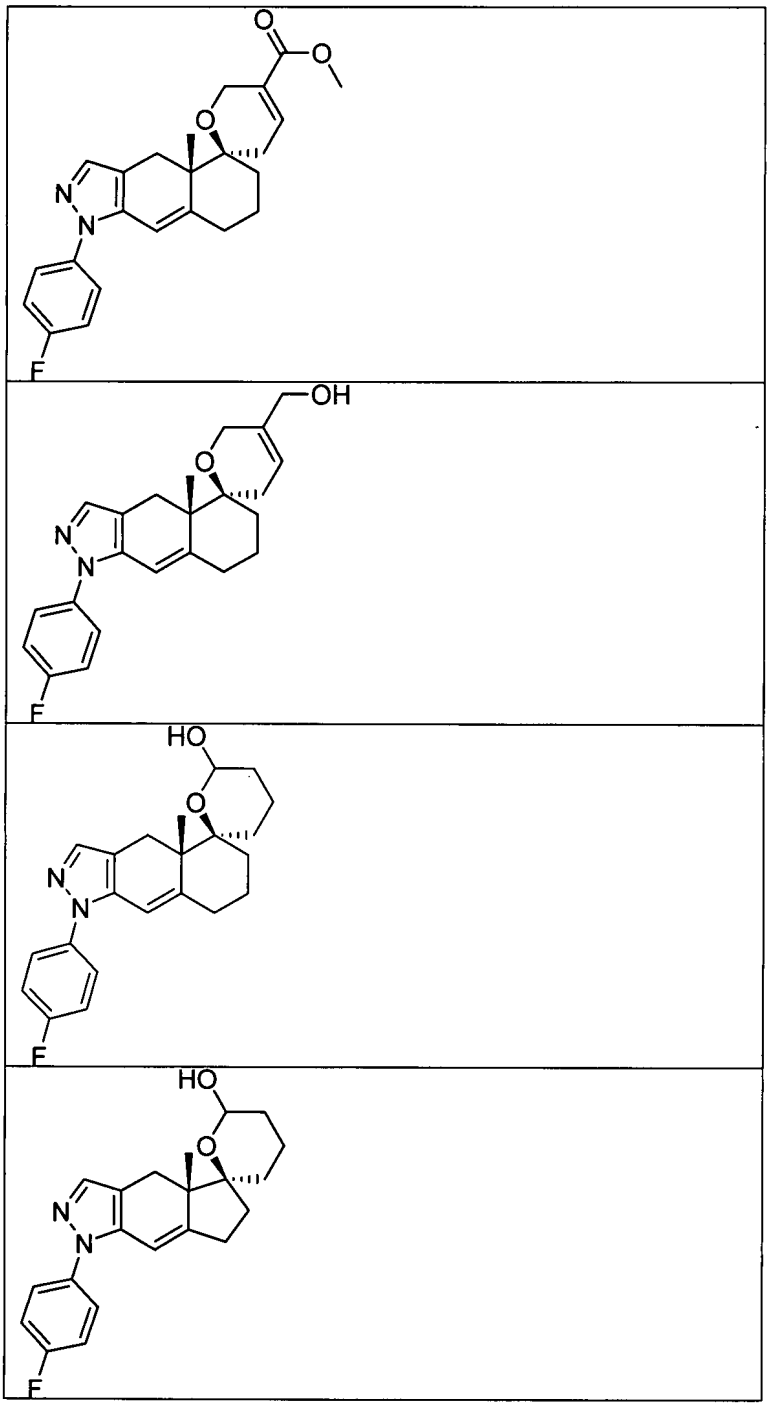
13. (original) A compound according to claim 11 wherein
X and Y are both O or are both S or X is O and Y is CH_2;
R^1 is phenyl optionally mono or di- substituted with halo.

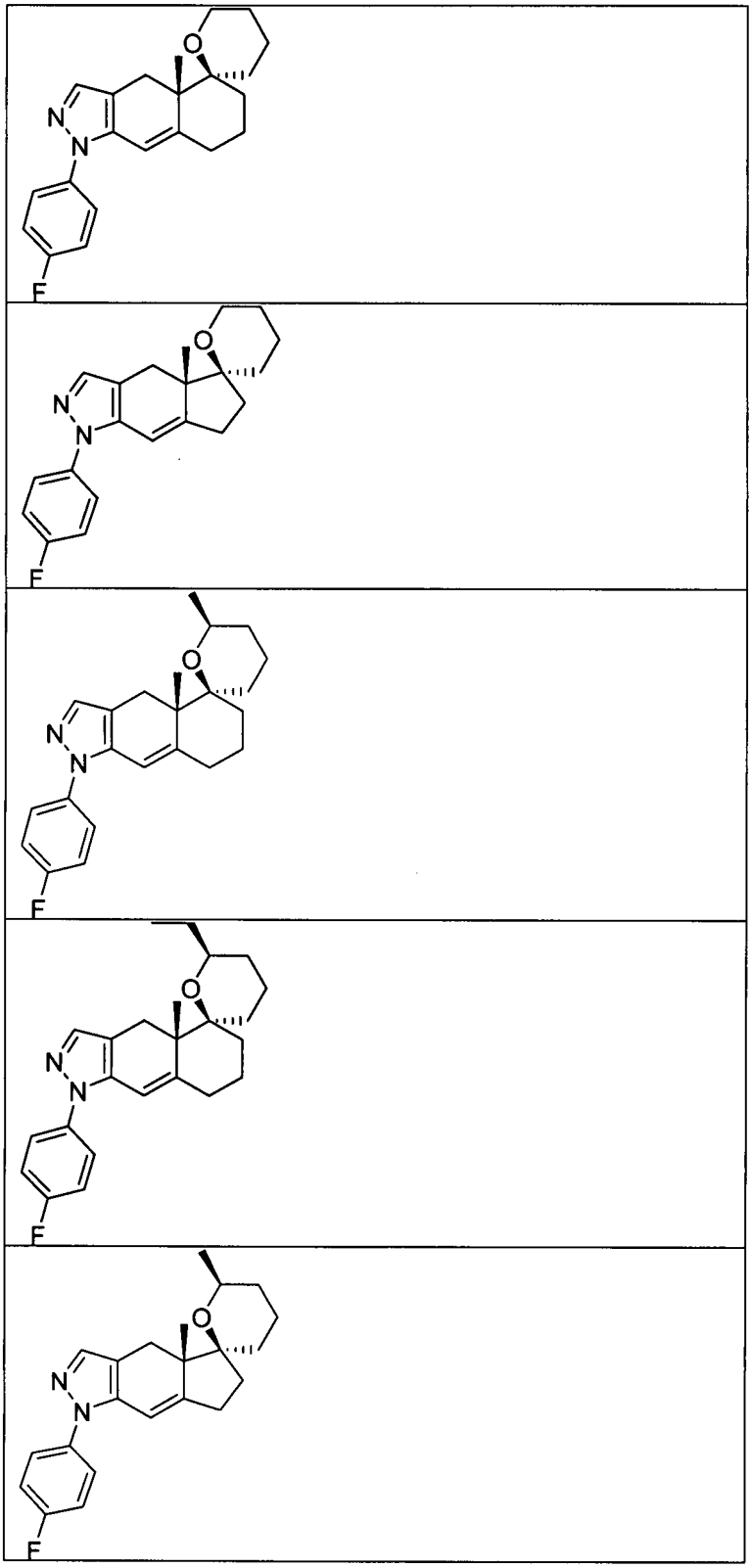
14. (currently amended) A compound ~~according to claim 1~~ selected from one of the ~~group~~ following groups: ~~consisting of~~

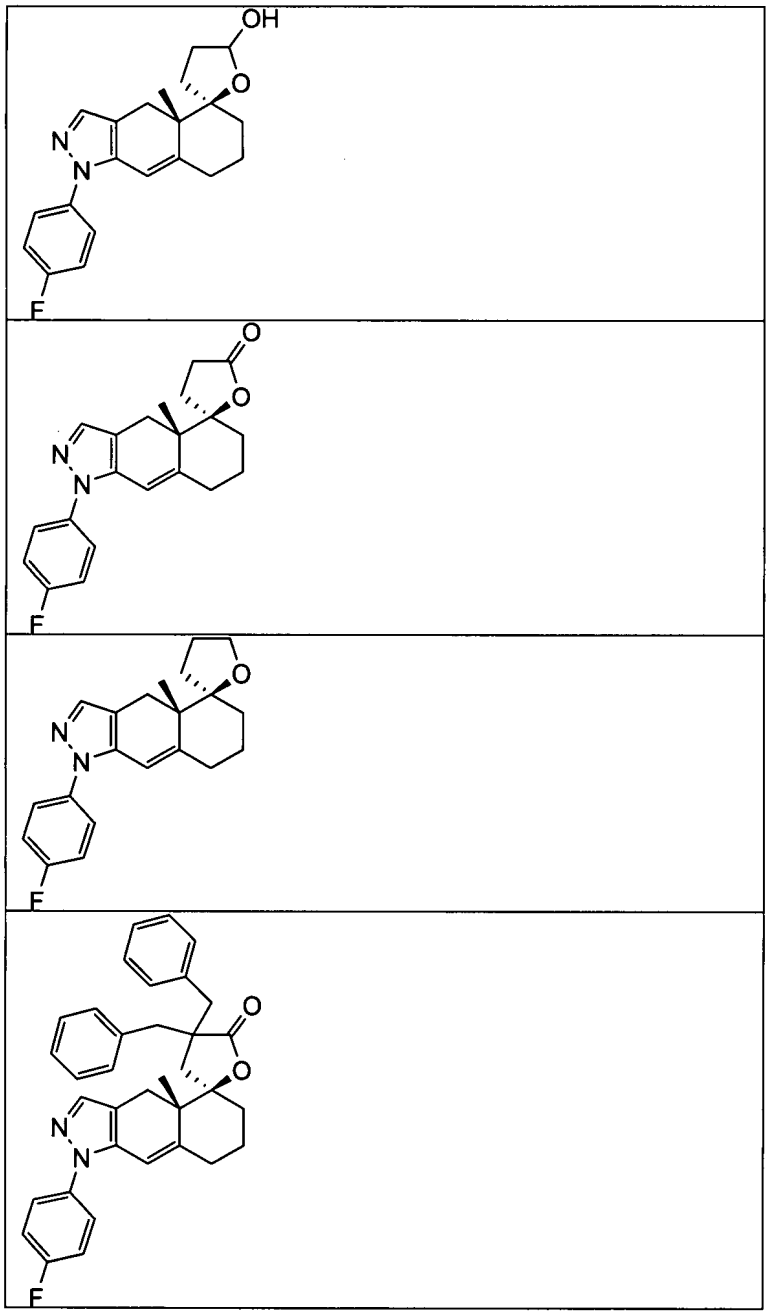
i)

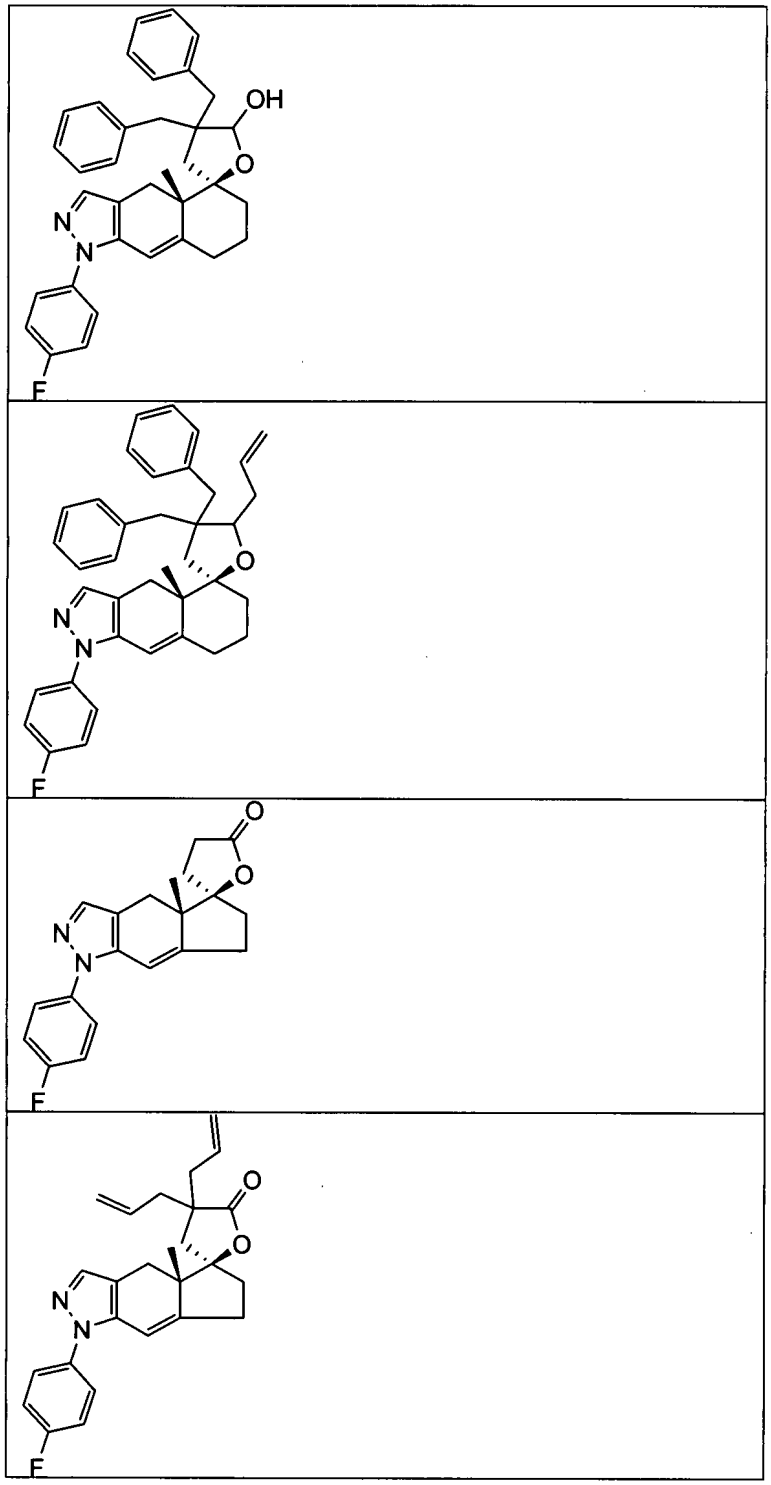


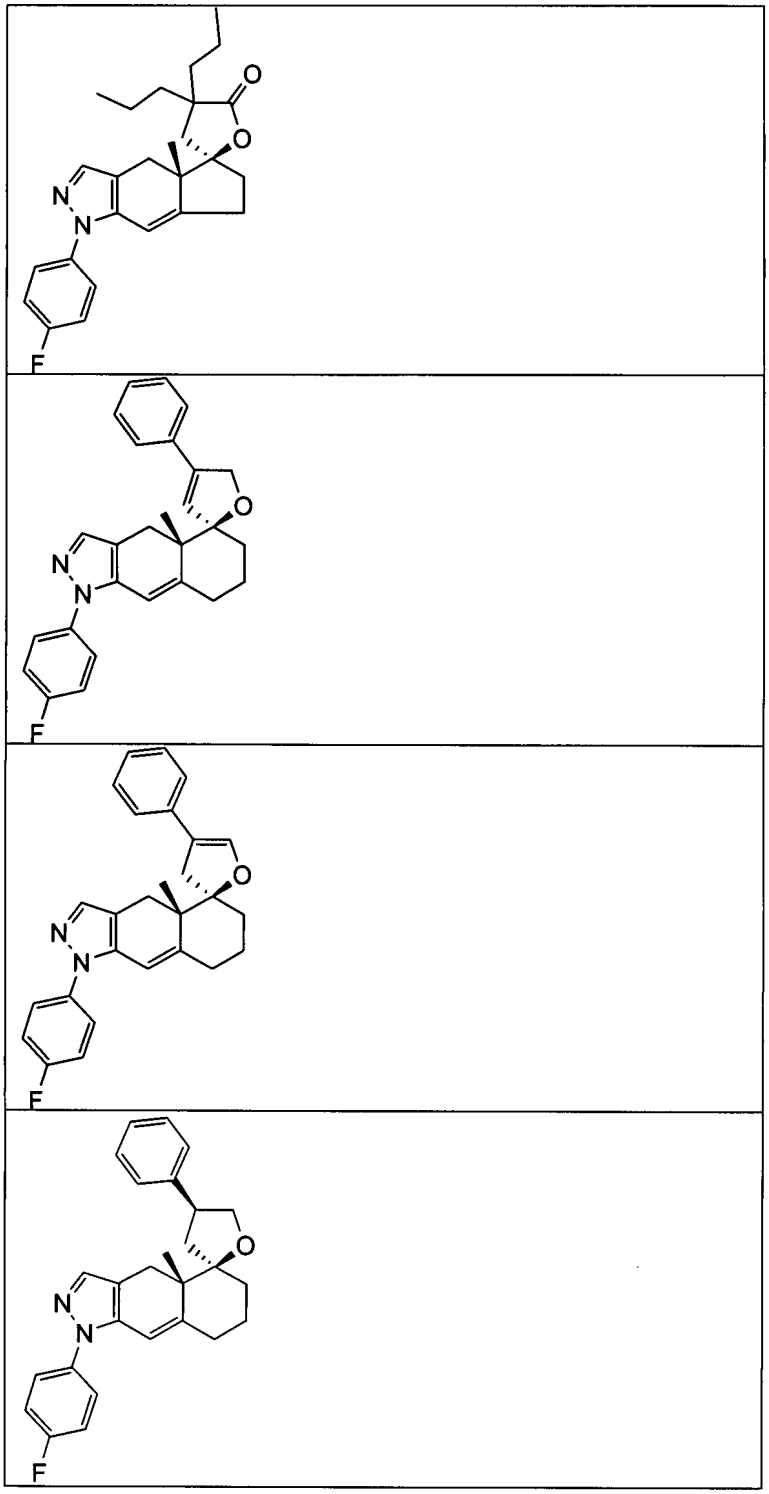

OH
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
N
N
F

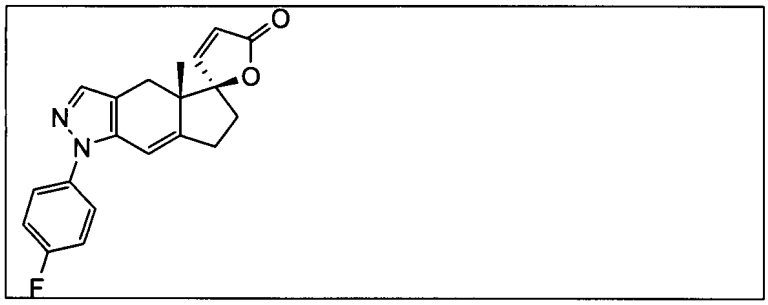

O
O
O
N
N
F
OH
HO



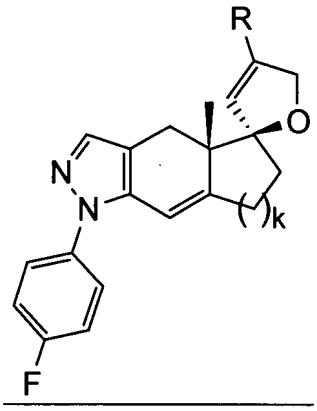

OH
O
N
N
F
O
O
N
N
F
O
N
N
F
O
O
N
N
F


OH
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F



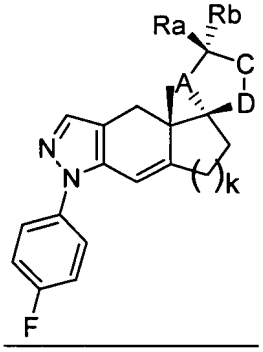


ii)



K	R
1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

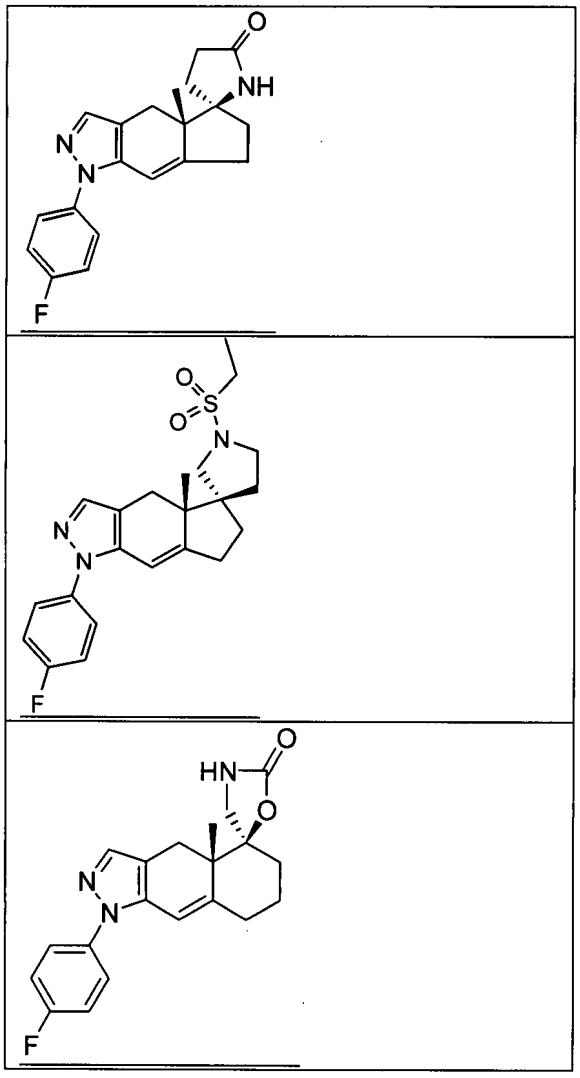
iii)

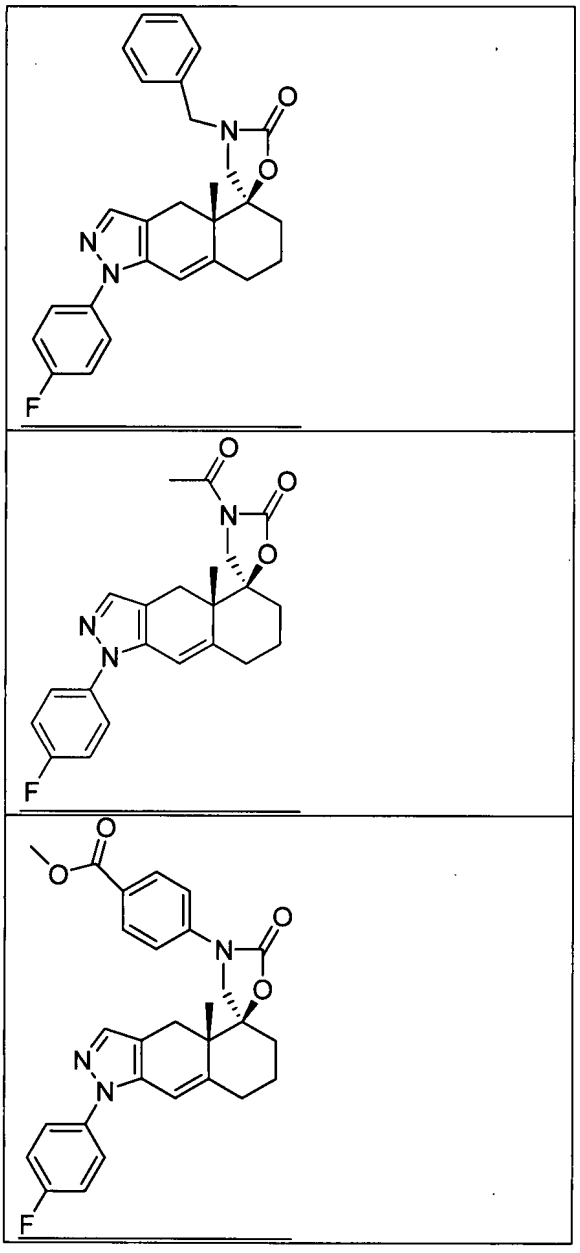


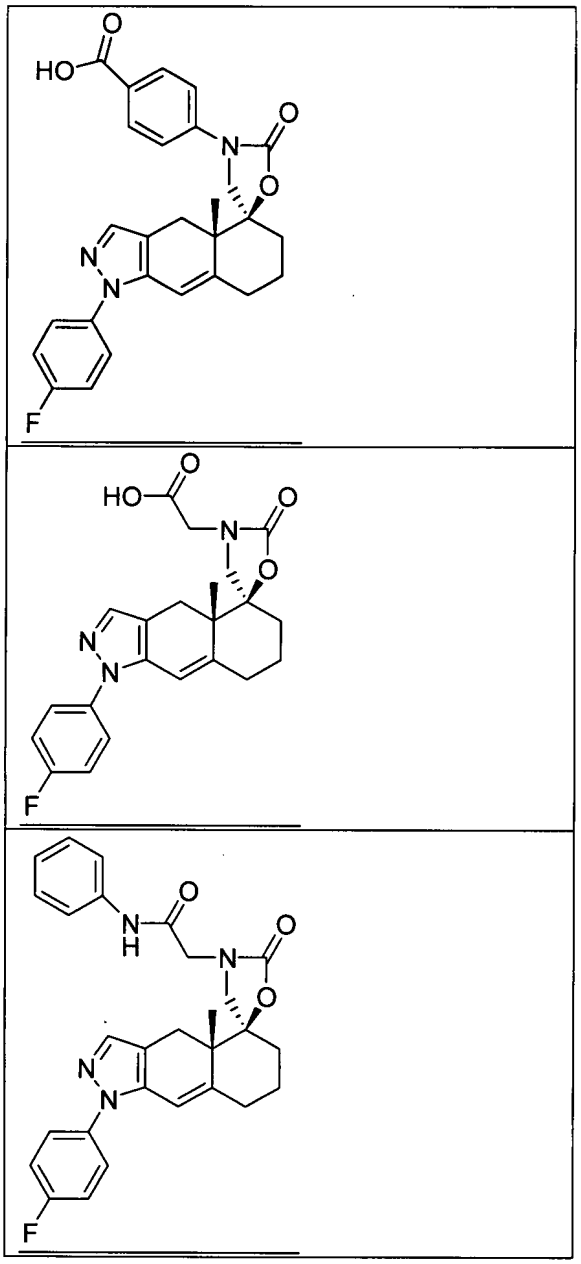
k	D	A	C	Ra	Rb
1	O	CH_2	CH_2	propyl	Propyl
1	O	CH_2	CHOH	propyl	Propyl
1	O	CH_2	CH_2	allyl	Allyl
1	O	CH_2	CHOH	allyl	Allyl
1	O	CH_2	CH_2	methyl	Methyl
1	O	CH_2	CHOH	methyl	Methyl
1	O	CH_2	C(O)	methyl	Methyl
1	O	CH_2	CH_2	H	H
1	O	CH_2	CHOH	H	H
2	CH_2	O	CH_2	ethyl	H
2	CH_2	O	CH_2	H	Ethyl
2	CH_2	O	CH_2	H	Phenyl
2	O	CH_2	CH(allyl)	allyl	Allyl
2	O	CH_2	CH_2	methyl	Methyl
2	O	CH_2	CH_2	benzyl	Benzyl
2	O	CH_2	CH_2	allyl	Allyl
2	O	CH_2	CHOH	methyl	Methyl
2	O	CH_2	CHOH	allyl	Allyl
2	O	CH_2	CH(allyl)	H	H
2	O	CH_2	C(O)	methyl	Methyl

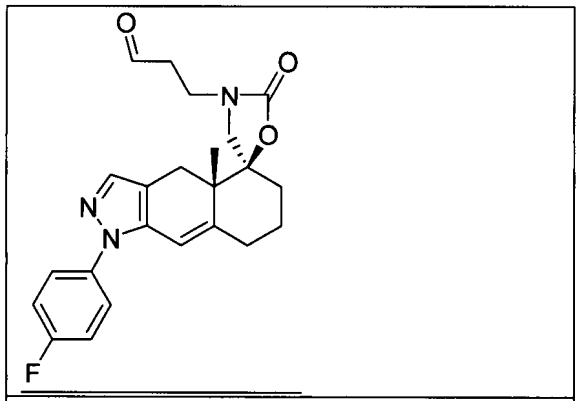
2	O	CH_2	C(O)	allyl	Allyl

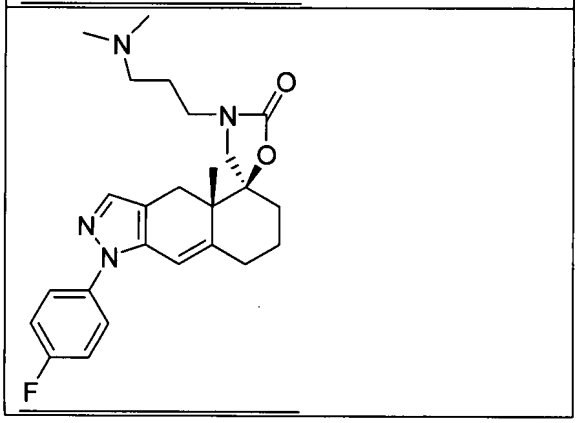
iv)

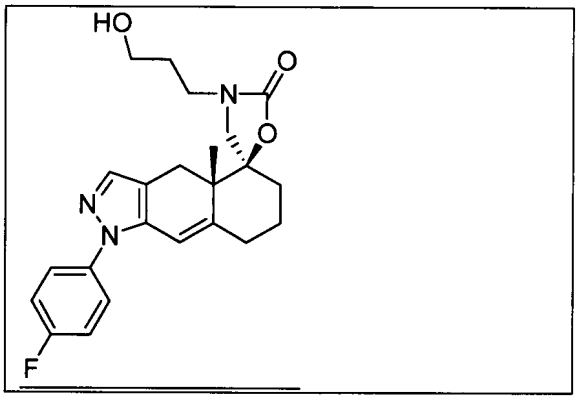


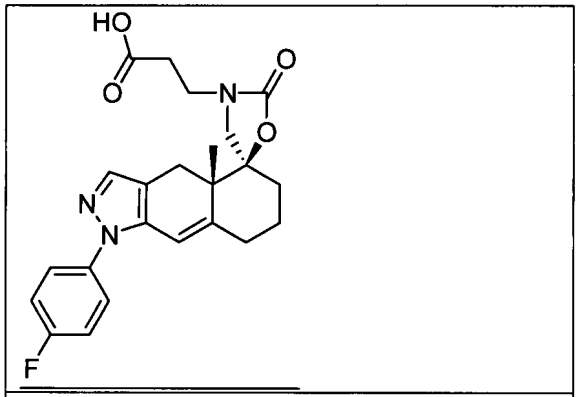


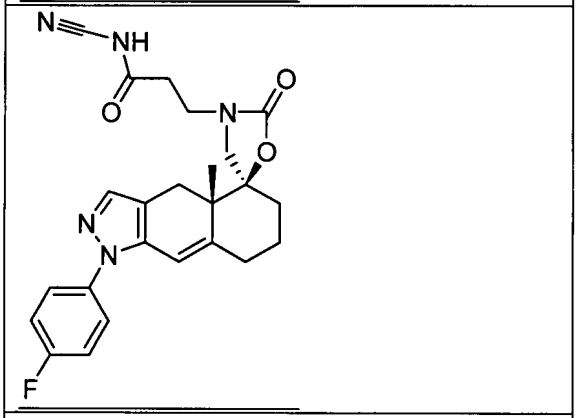


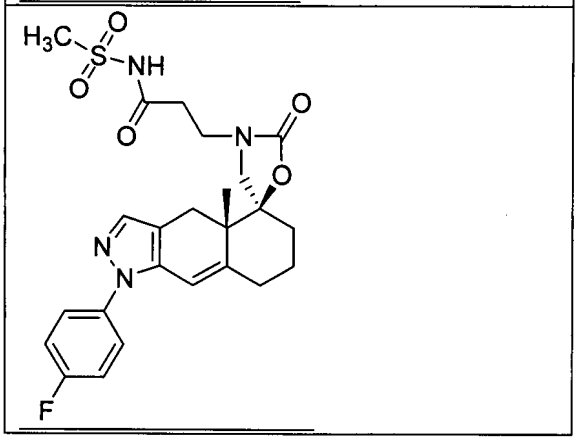


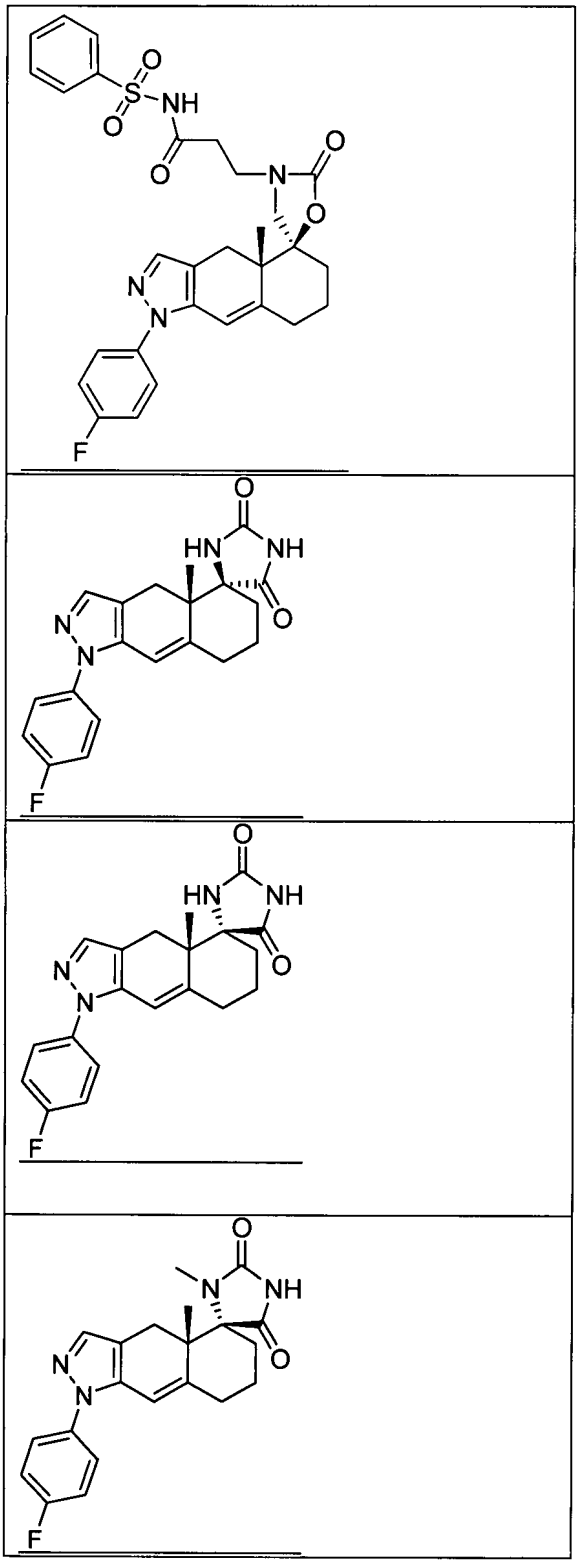


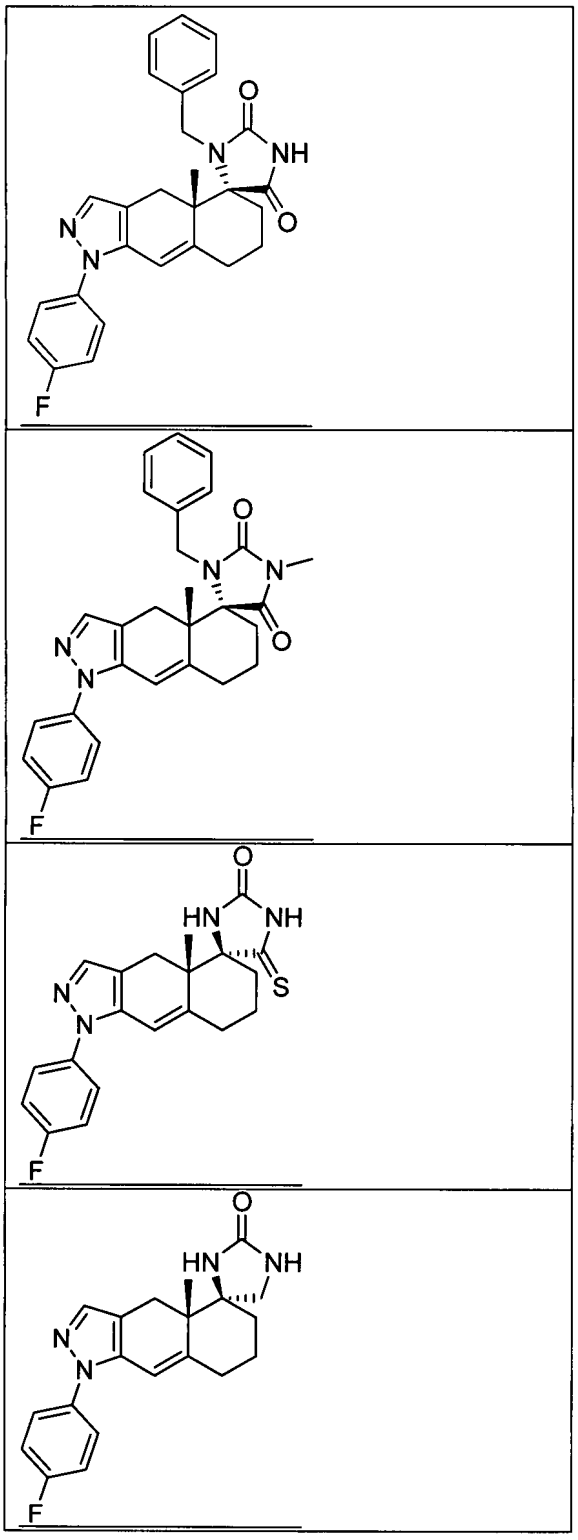


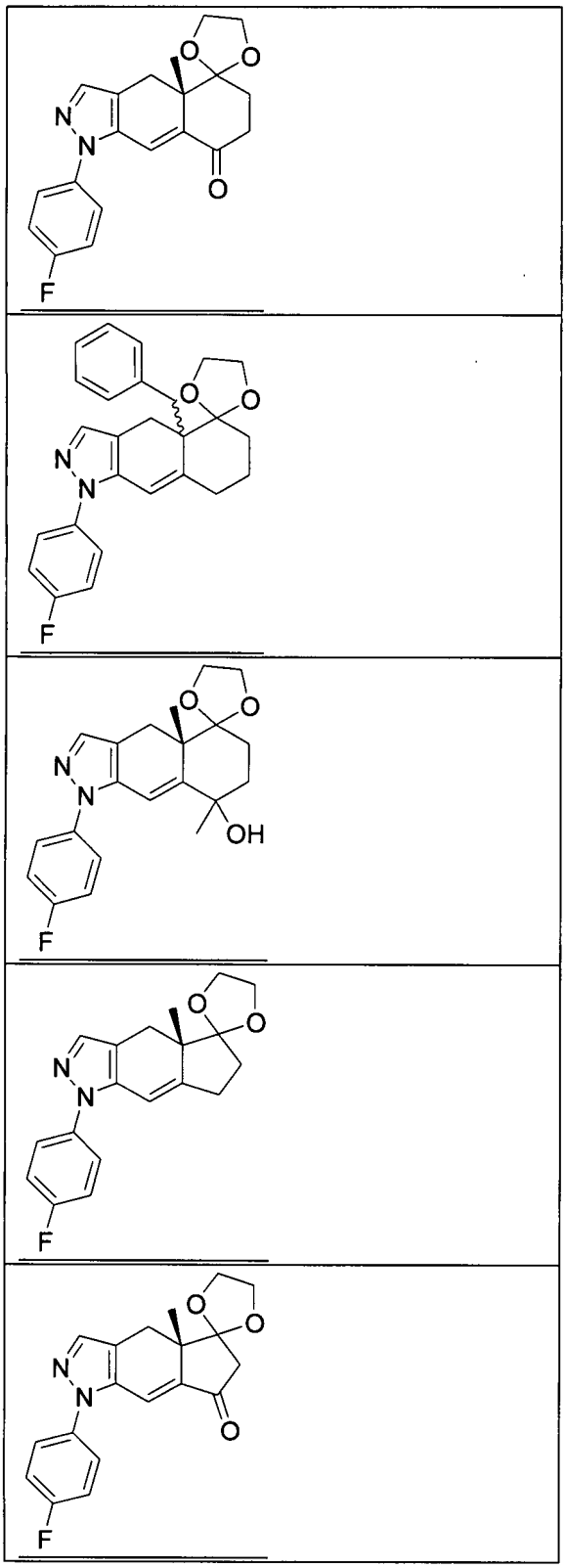

HO
O
O
N
O
O
N
N
F

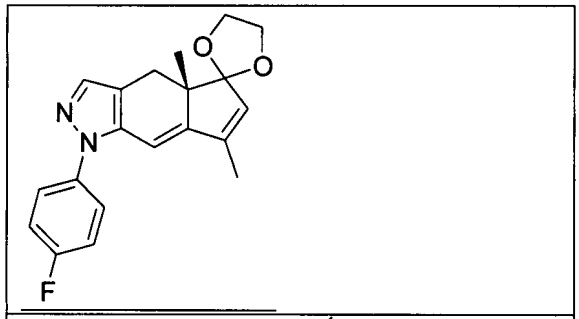

N
NH
O
O
N
O
O
N
N
F

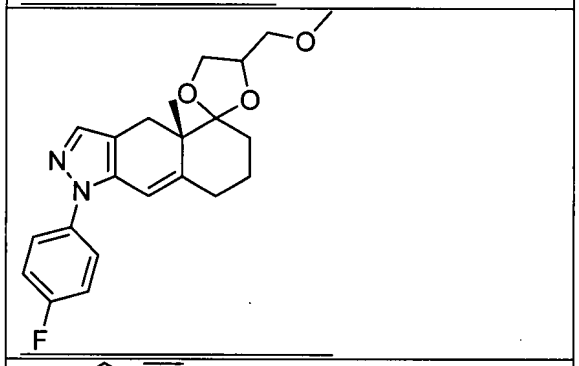

H3C
S
O
O
NH
O
O
N
O
O
N
N
F

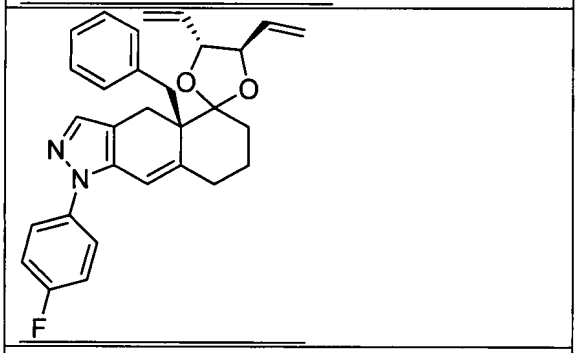


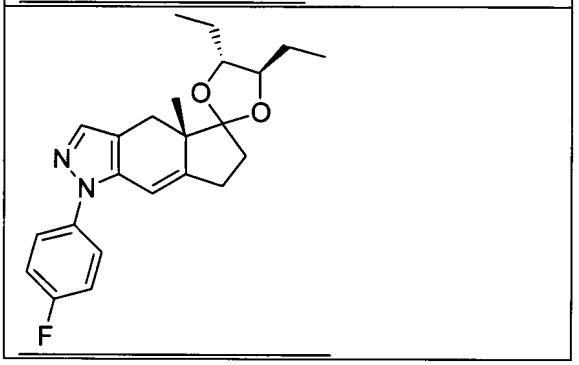

O
N
NH
O
N
N
F
O
N
N
O
N
N
F
O
HN
NH
S
N
N
F
O
HN
NH
N
N
F

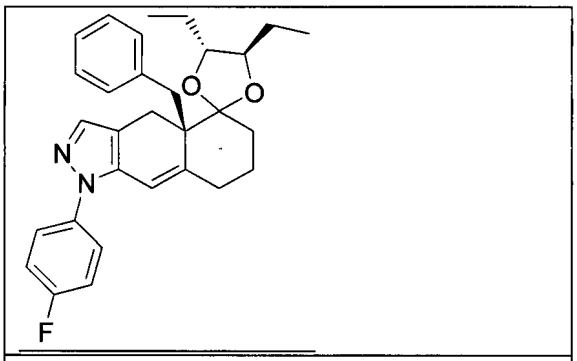


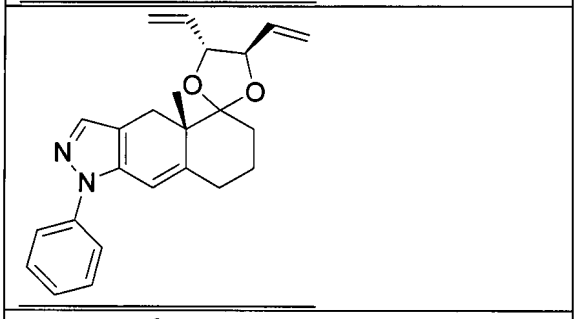

O
O
N
N
F

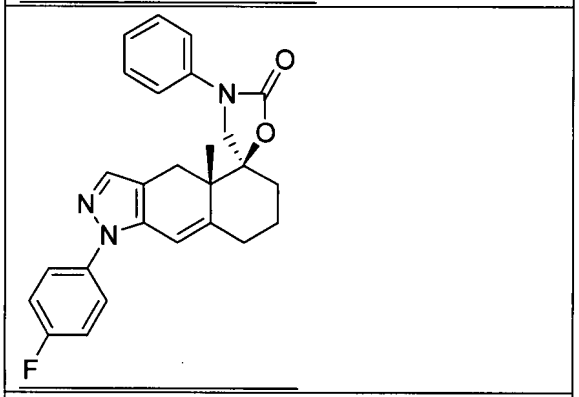

O
O
O
N
N
F

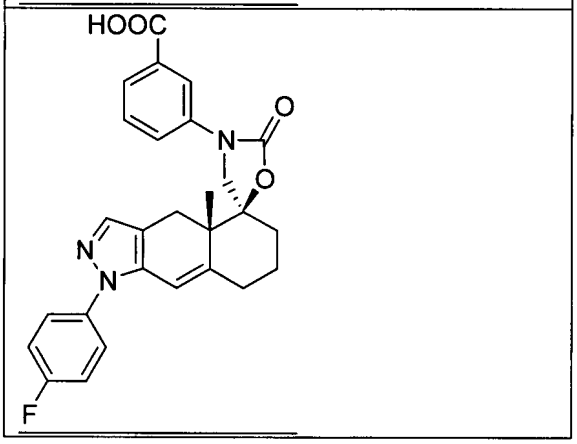

O
O
N
N
F


O
O
N
N
F

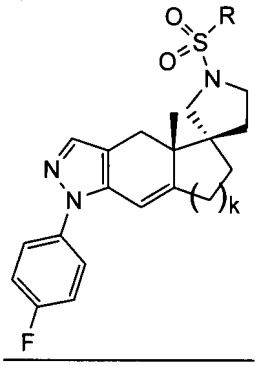






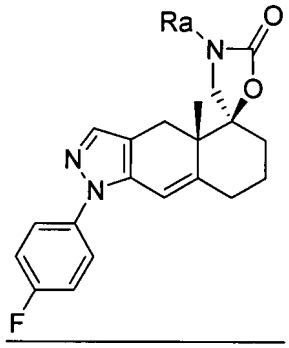

HOOC

v)



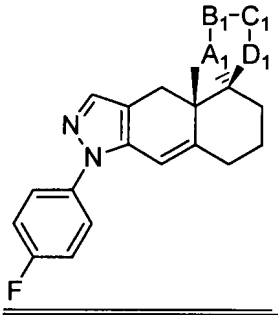
k	R
1	phenyl
2	ethyl
2	phenyl

vi)



Ra
Methyl
Allyl
Isopropyl
2-methoxyethyl
CH_2CO_2Et
2-(1,3-dioxan)ethyl

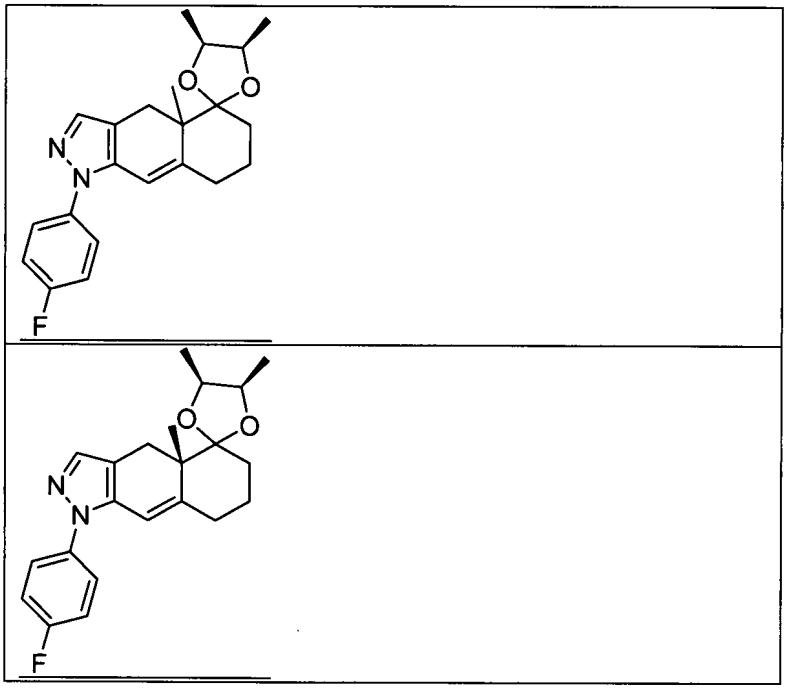
vii)

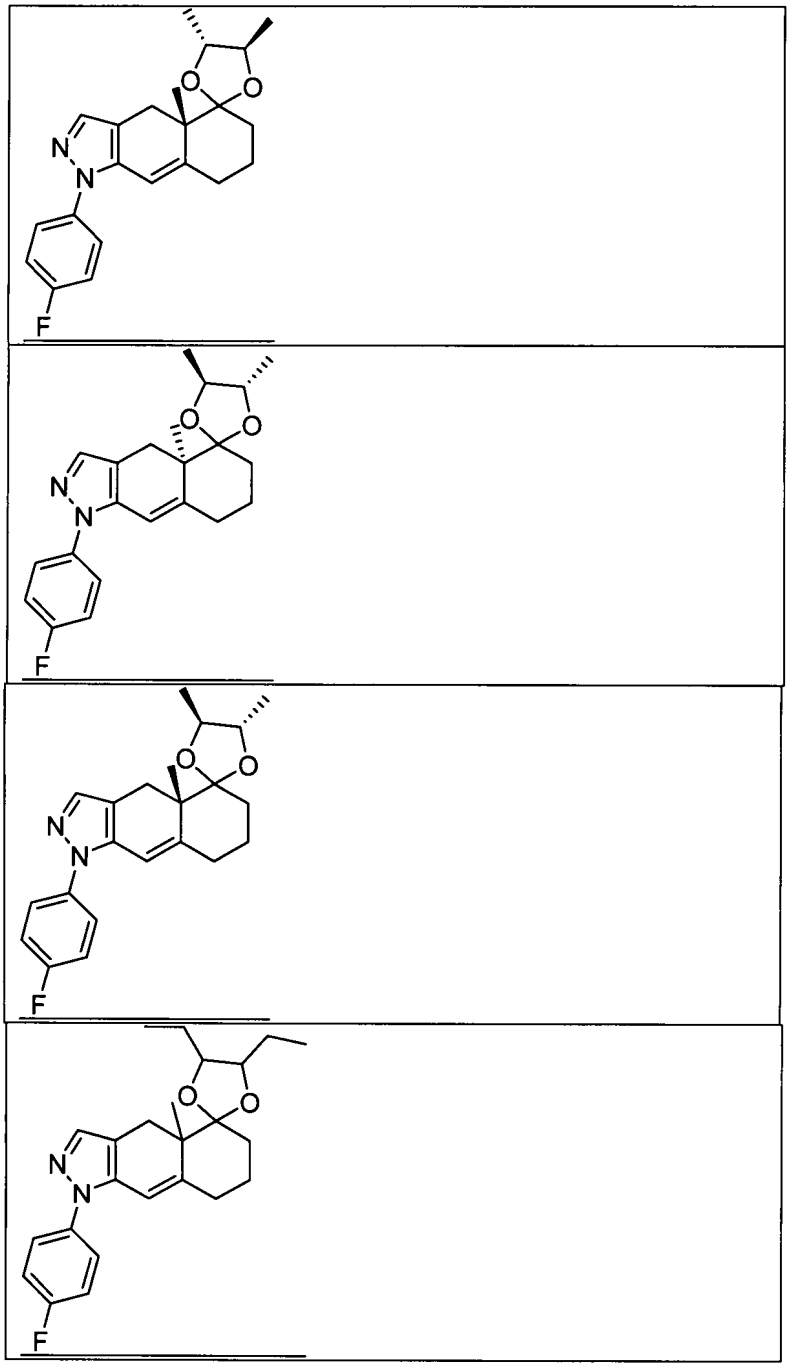


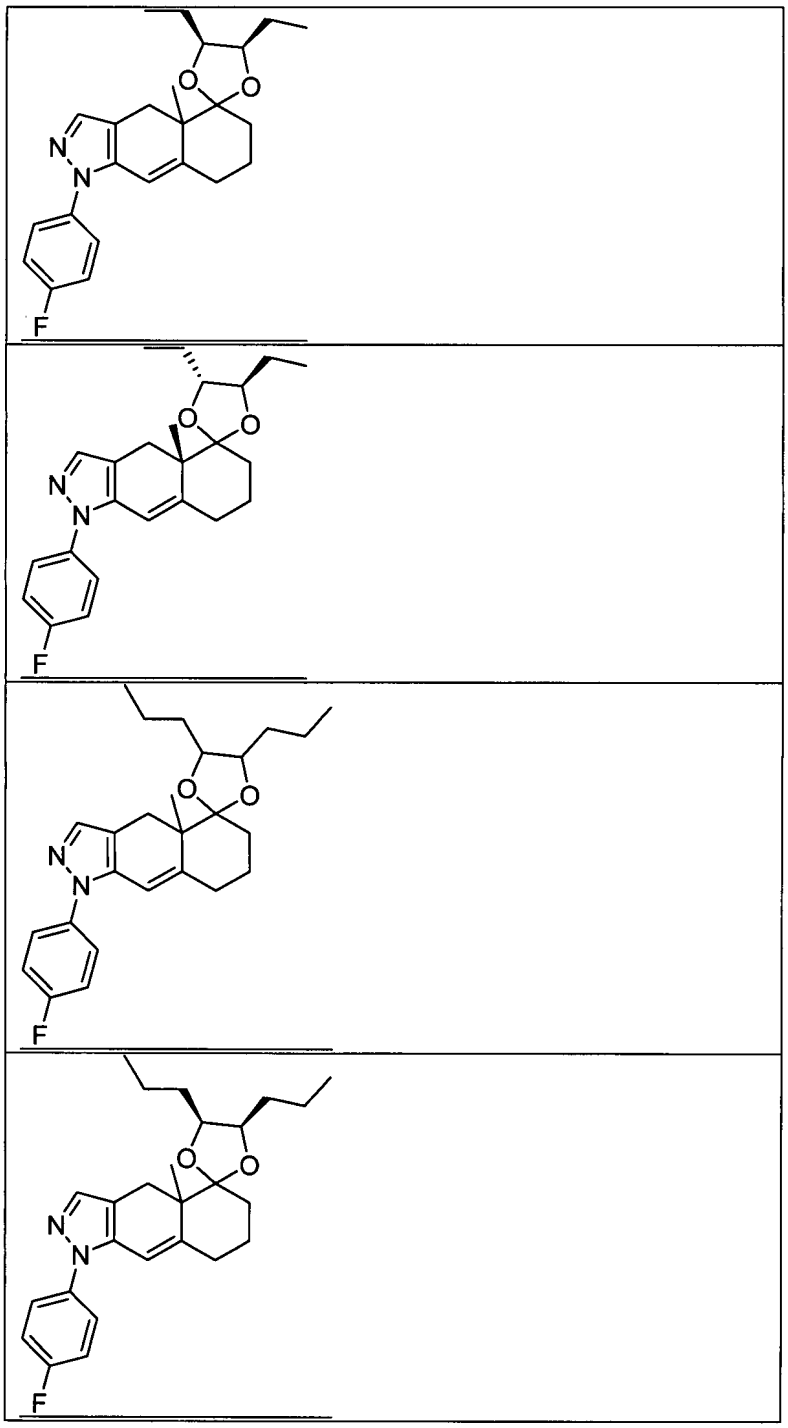
C_1	D_1	A_1	B_1
C(O)	NCH_3	C(O)	NH
NCH_2Ph	C(O)	NCH_3	C(O)
NCH_3	C(O)	NCH_3	C(O)
$NCH_2CH=CH_2$	C(O)	NCH_3	C(O)
C(O)	NCH_3	C(O)	NCH_2Ph
C(O)	NCH_3	C(O)	NCH_3
C(O)	NCH_3	C(O)	$NCH_2CH=CH_2$
C(O)	NCH_3	C(O)	NH
$N(CH_2)_2CO_2H$	C(O)	NCH_2Ph	C(O)
NH	C(O)	$N(CH_2)_2CO_2H$	C(O)
NH	C(O)	$N(CH_2)_2$ 	C(O)
C(O)	NCH_3	C(O)	$N(CH_2)_2CO_2H$
C(O)	NCH_3	C(O)	$N(CH_2)_2$ 
$NCH_2CH=C$	C(O)	$NCH_2CH=C$	C(O)

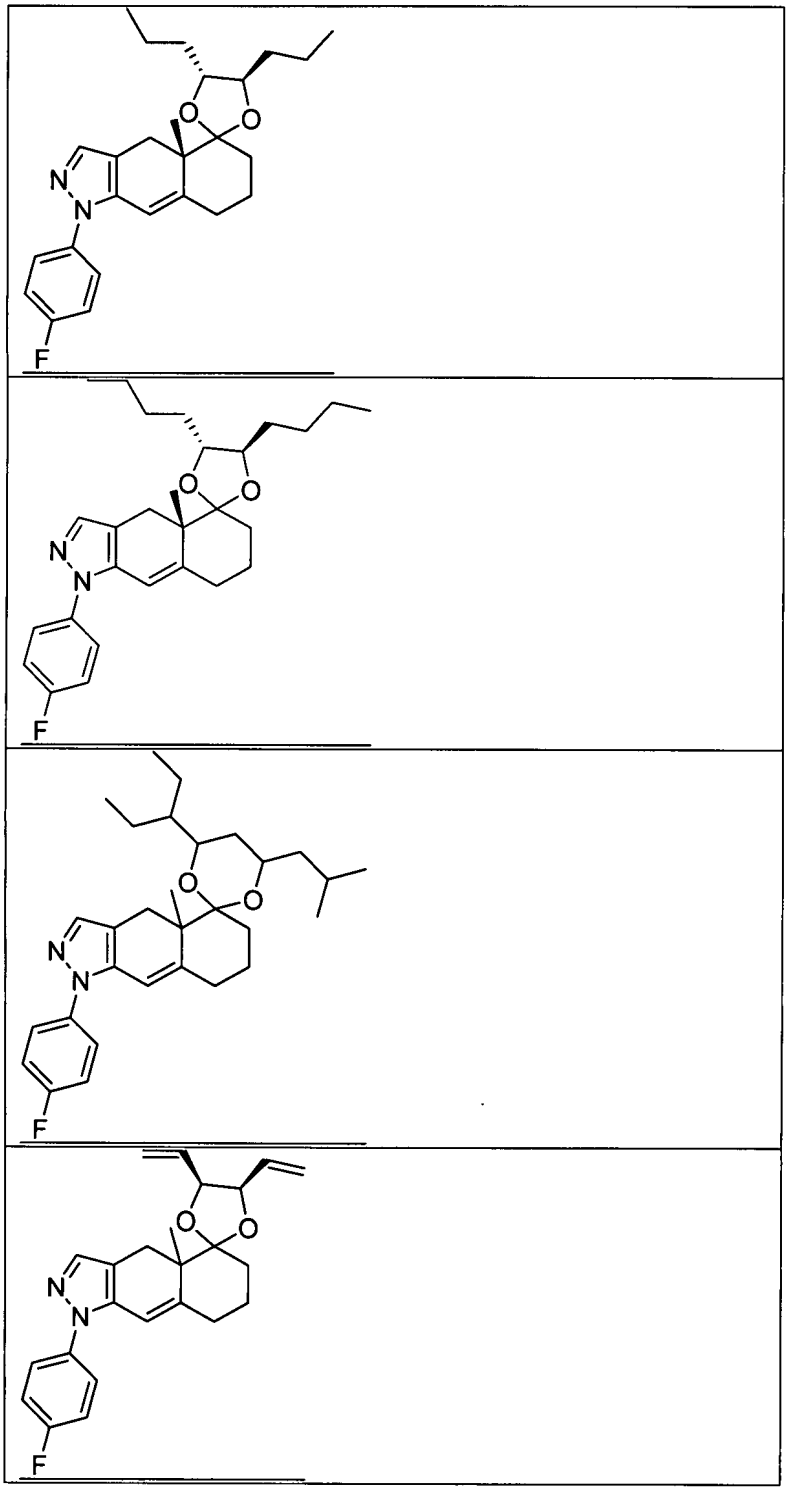
H_2		H_2	
.NCH_2Ph	C(O)	NCH_2Ph	C(O)
NH	C(S)	NCH_2Ph	C(O)
NH	C(S)	NH	C(O)
NH	C(S)	$NCH_2CH=CH_2$	C(O)
NH	C(S)	NCH_3	C(O)
NH	CH_2	NCH_2Ph	C(O)
NH	CH_2	NH	C(O)
C(O)	NCH_3	CH_2	NCH_3
NH	CH_2	NCH_3	C(O)

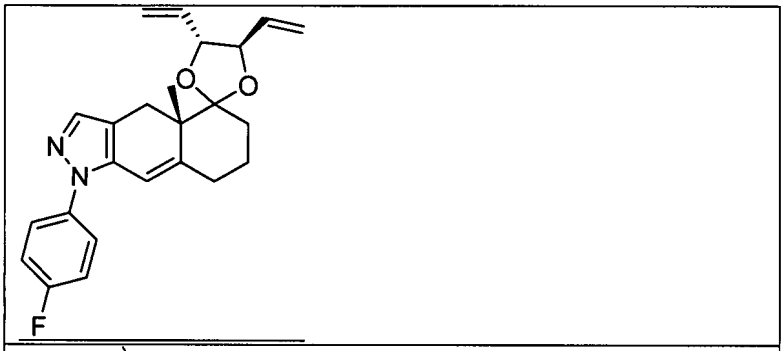
viii)

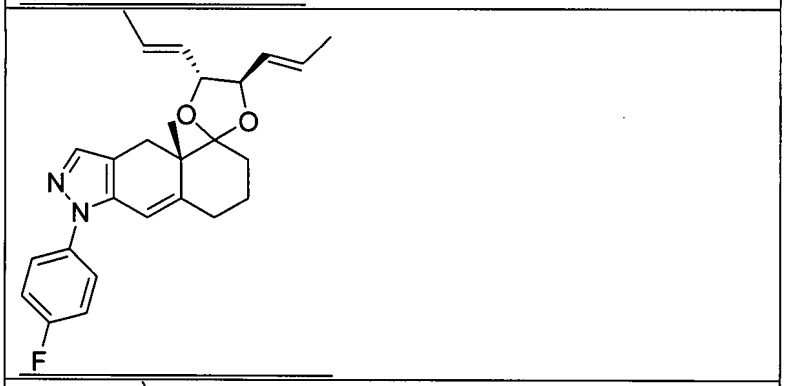


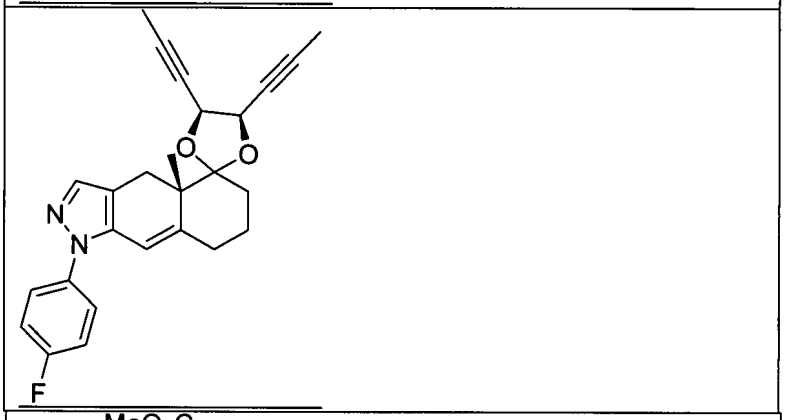

O
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F

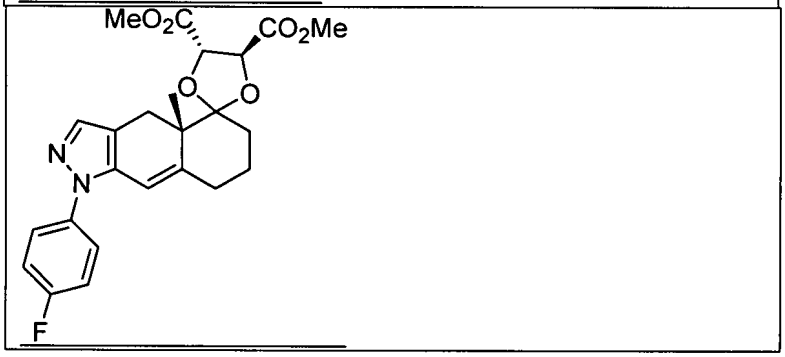


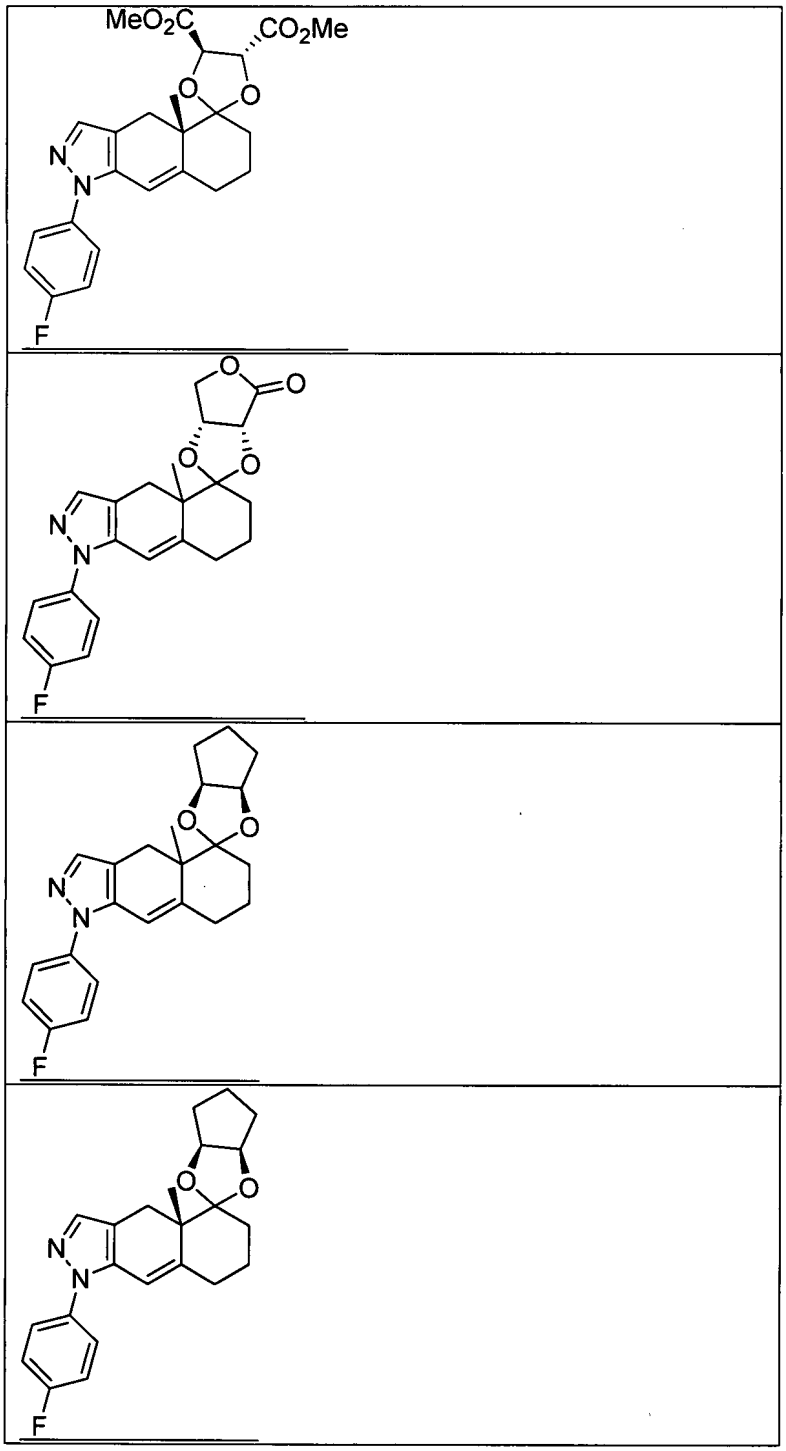

O
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F

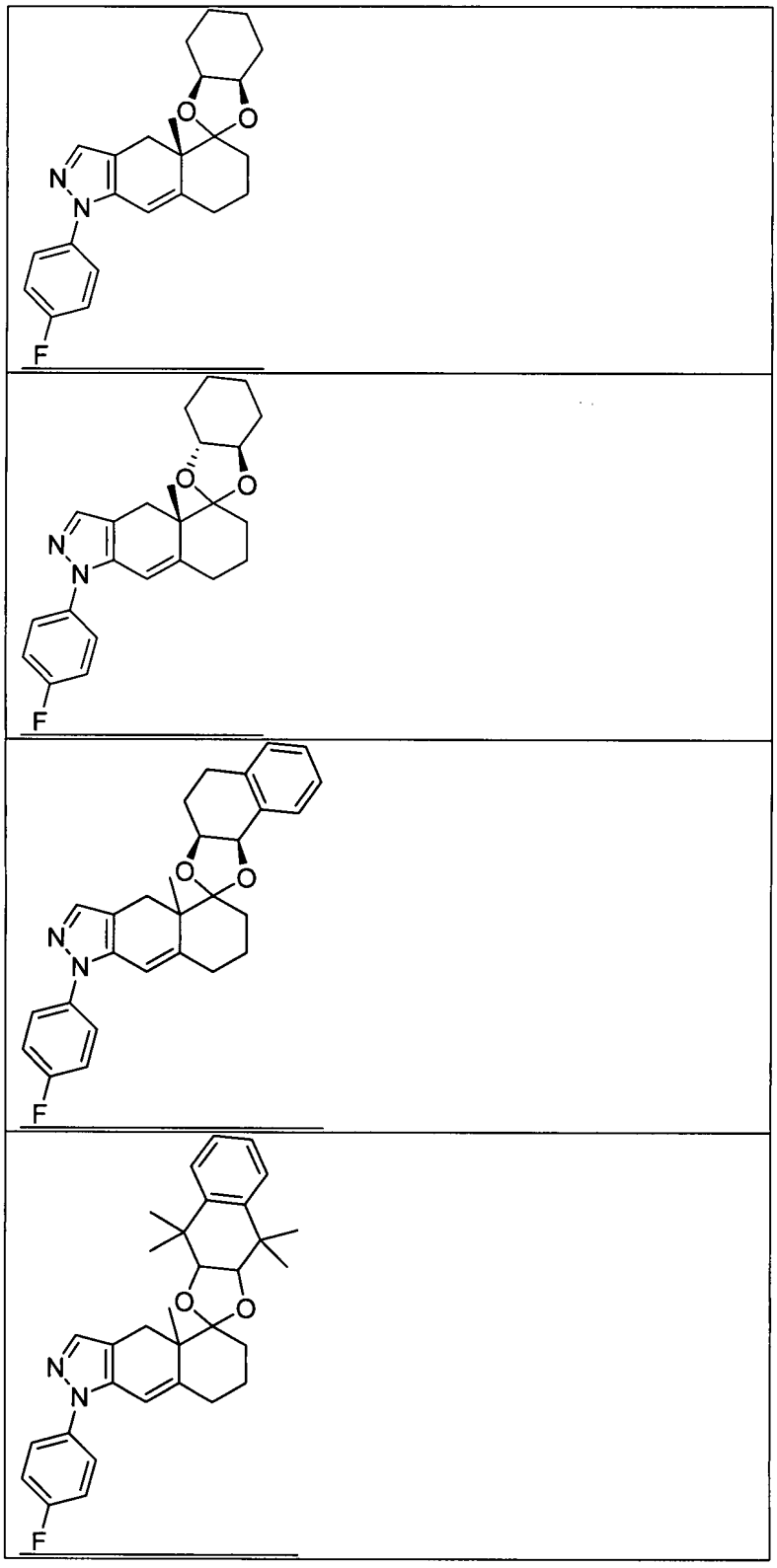


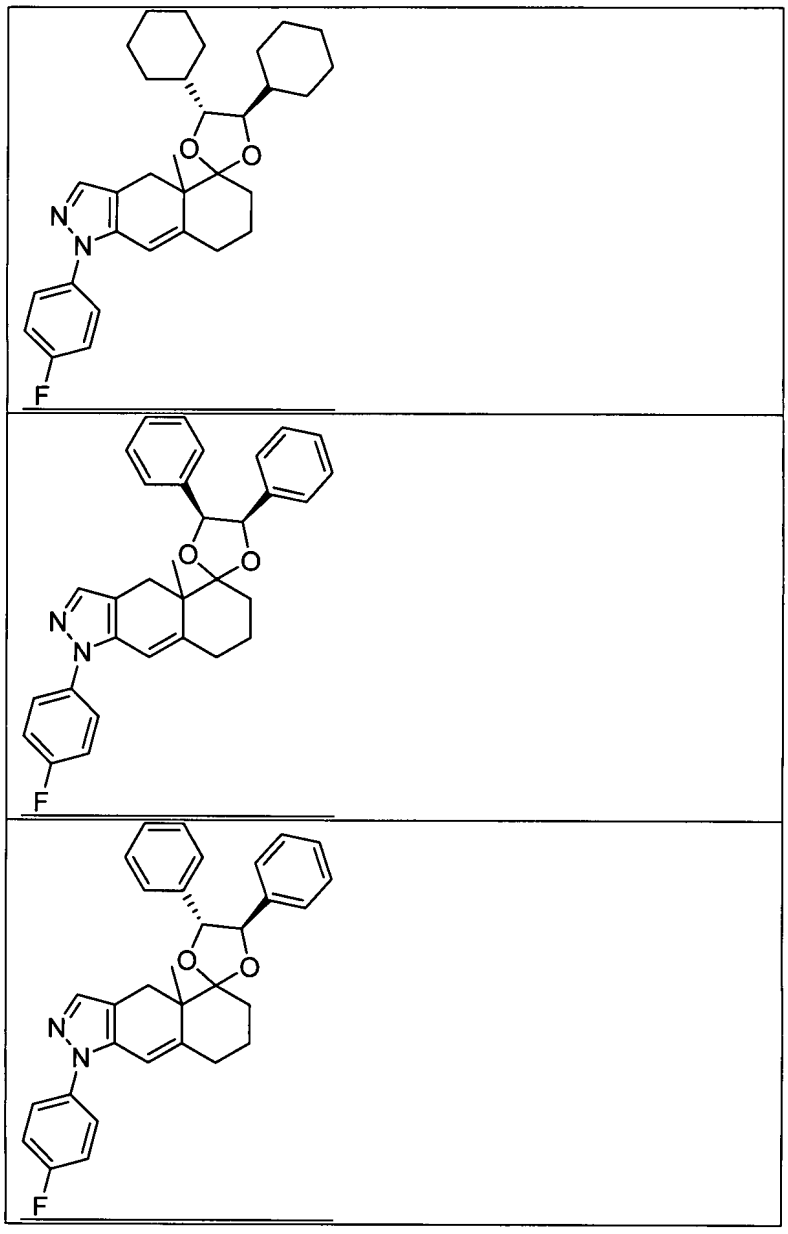


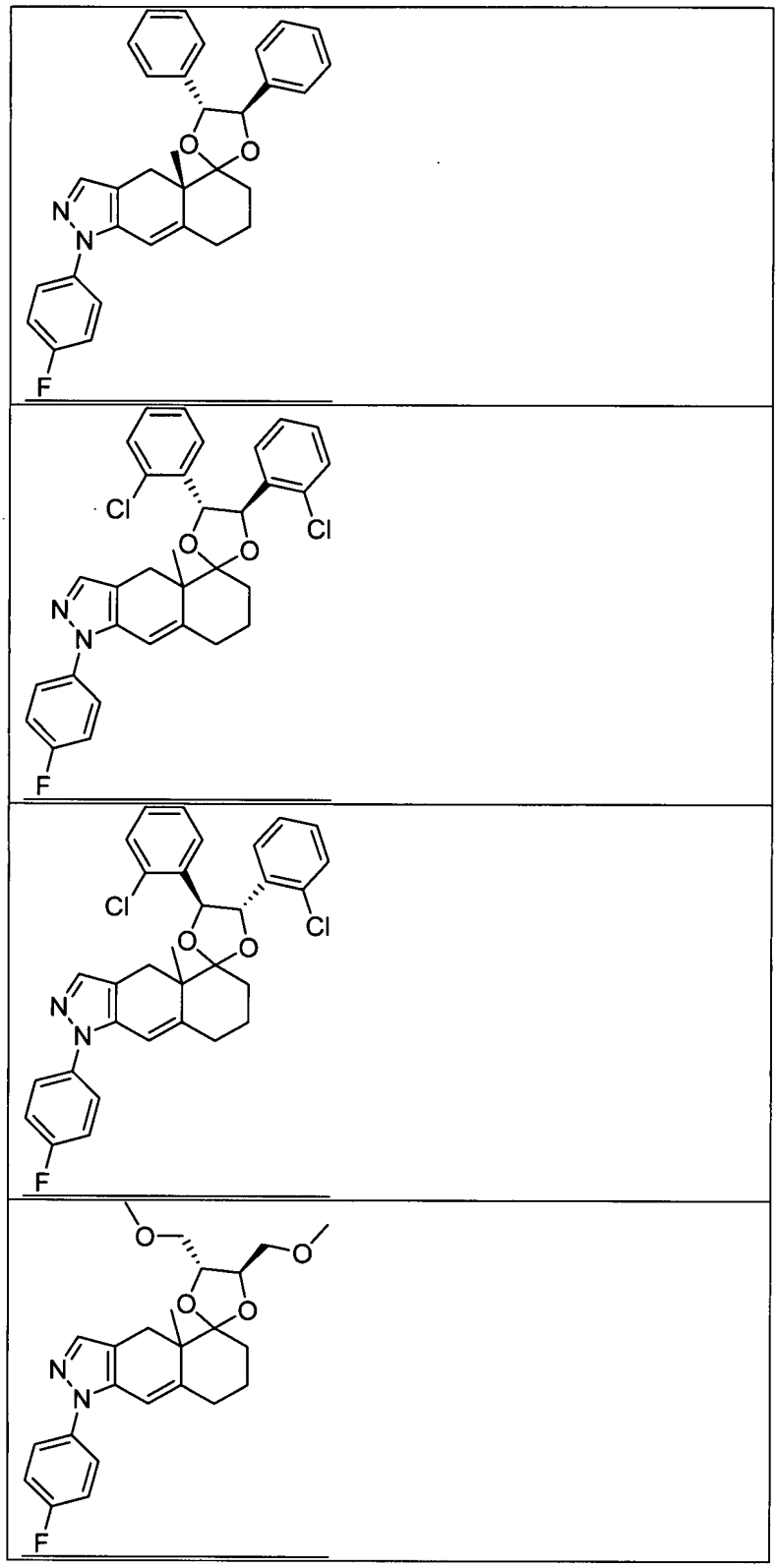


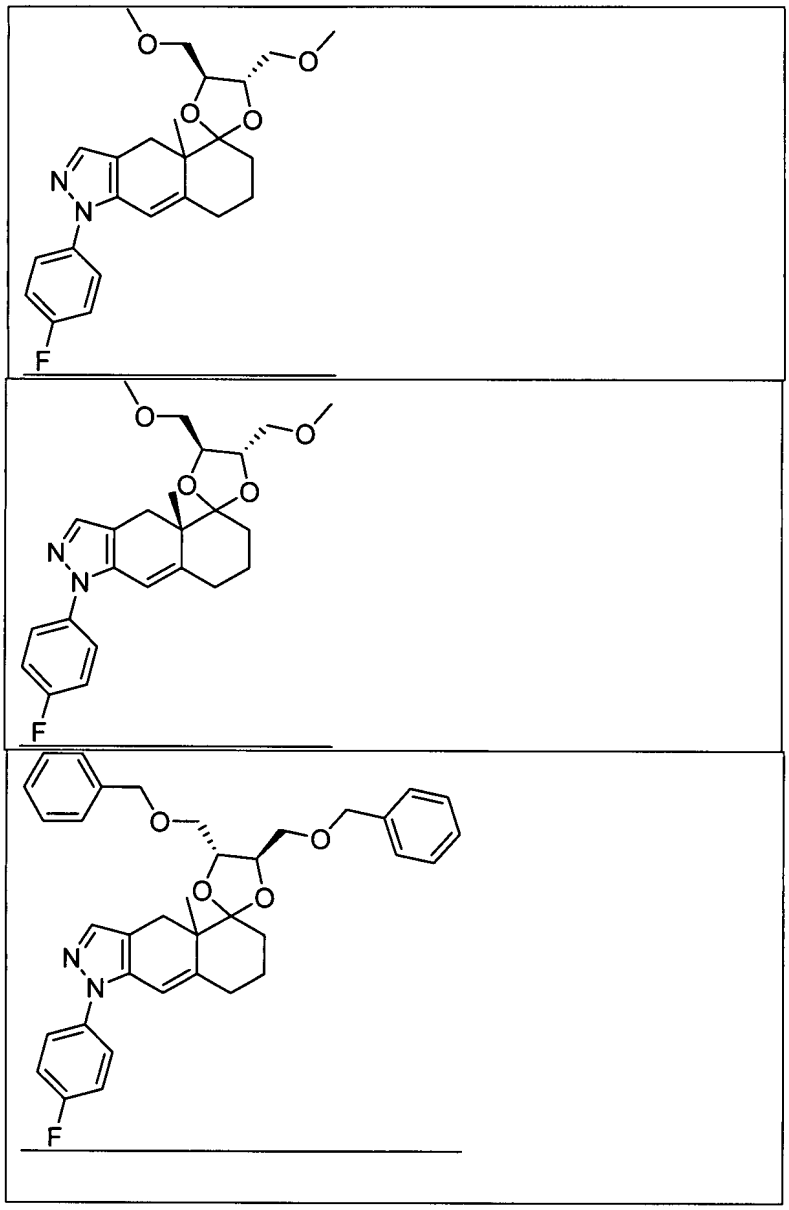

MeO2C
CO2Me

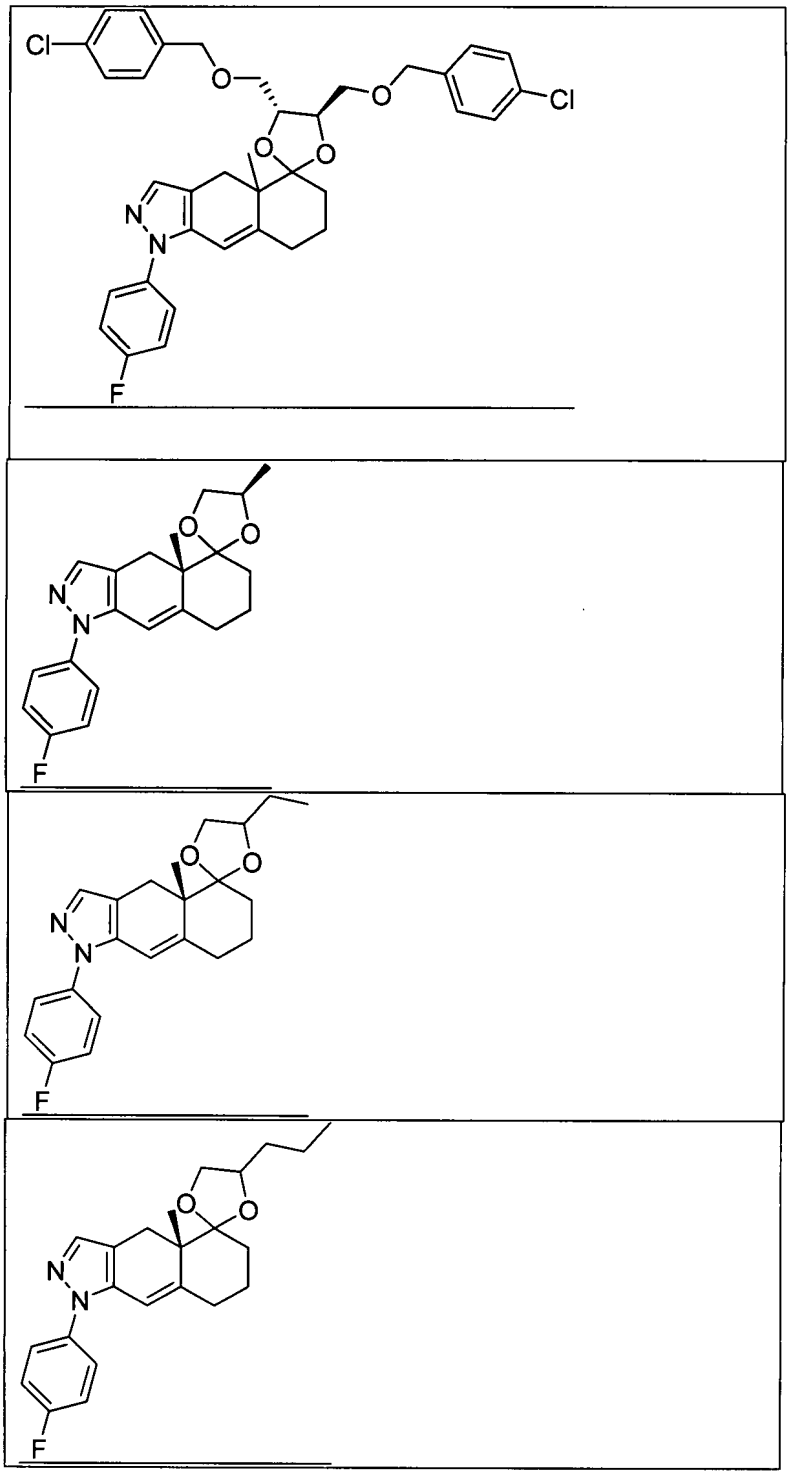

MeO2C
CO2Me
O
O
N
N
F
O
O
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F

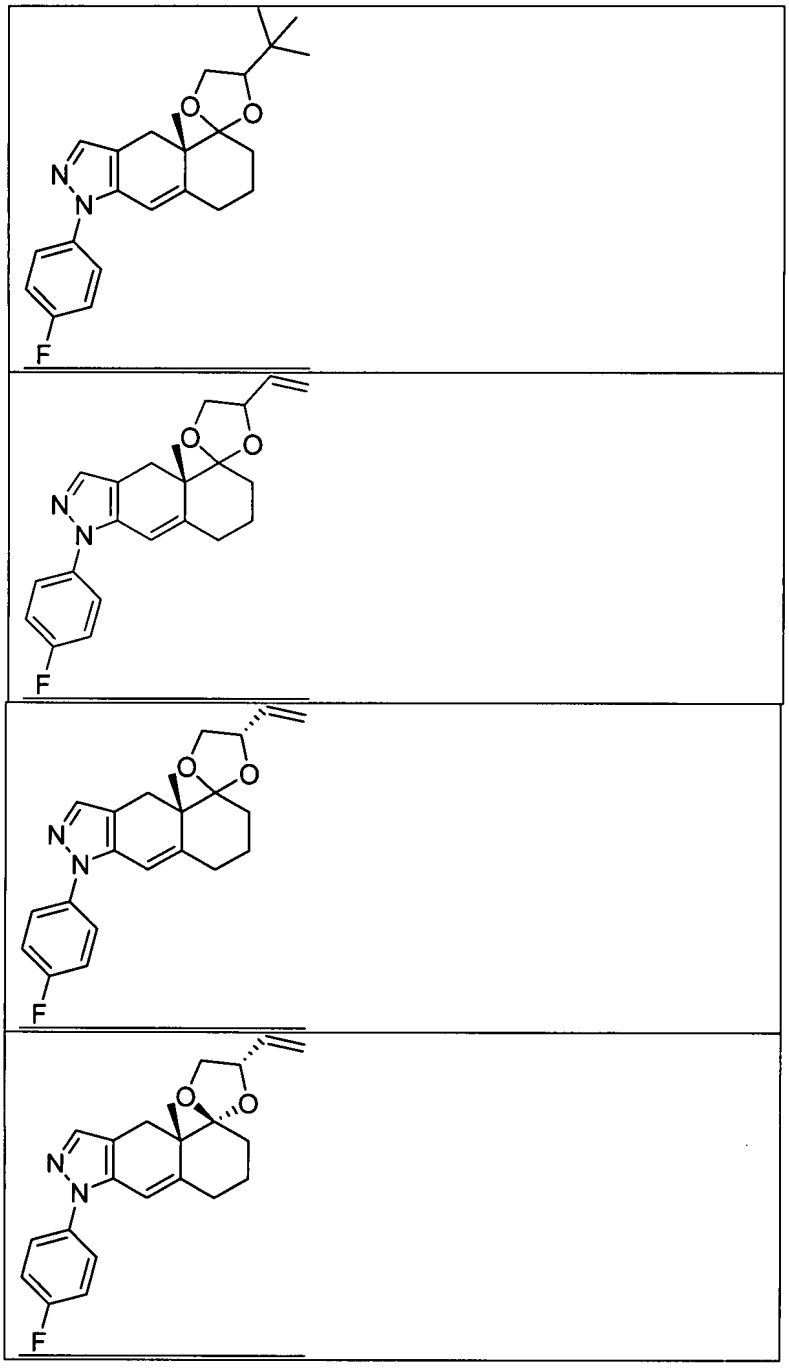

O
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F

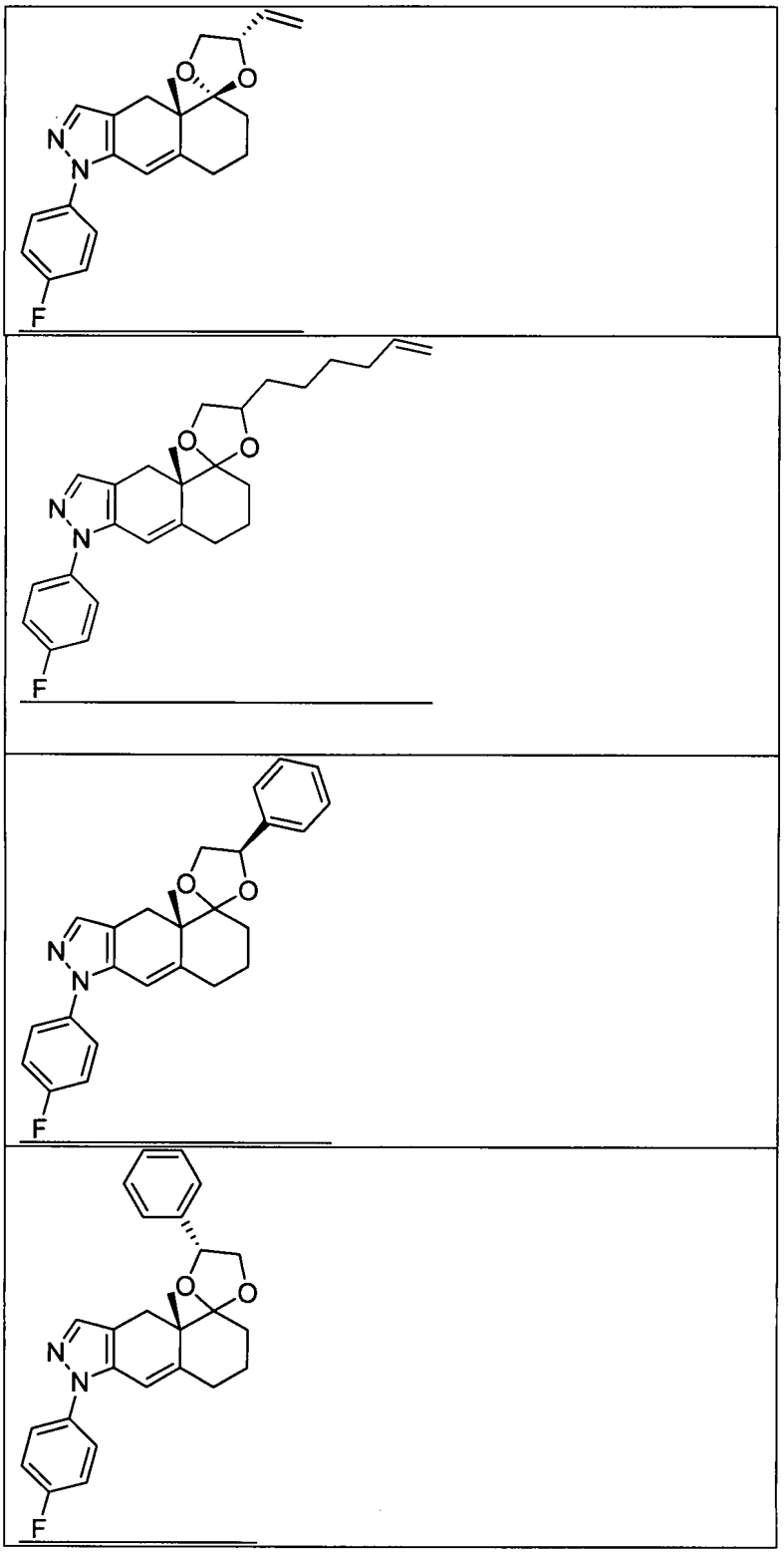

O
O
N
N
F
O
O
N
N
F
O
O
N
N
F

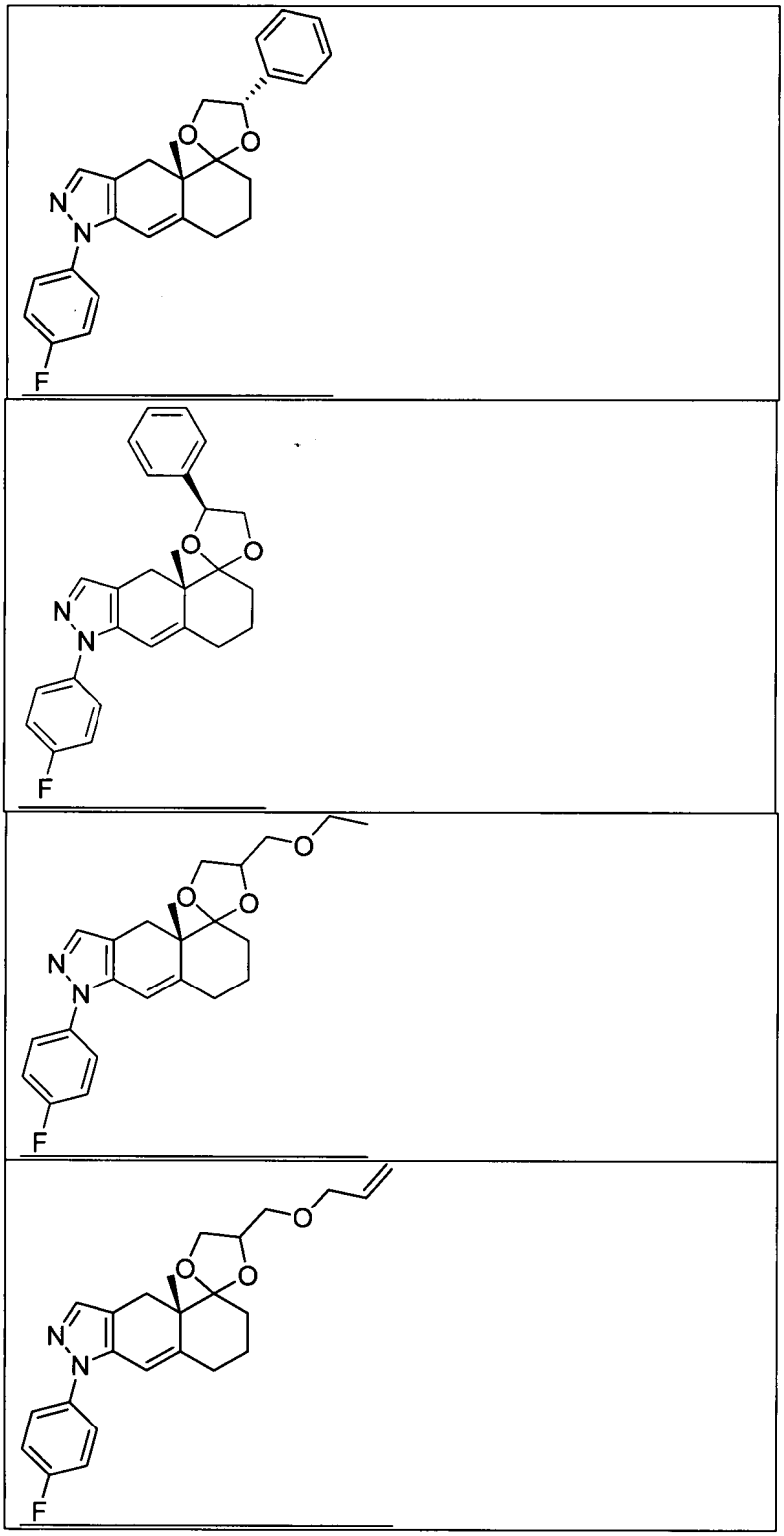

F
Cl
Cl
F
Cl
Cl
F
O
O
F

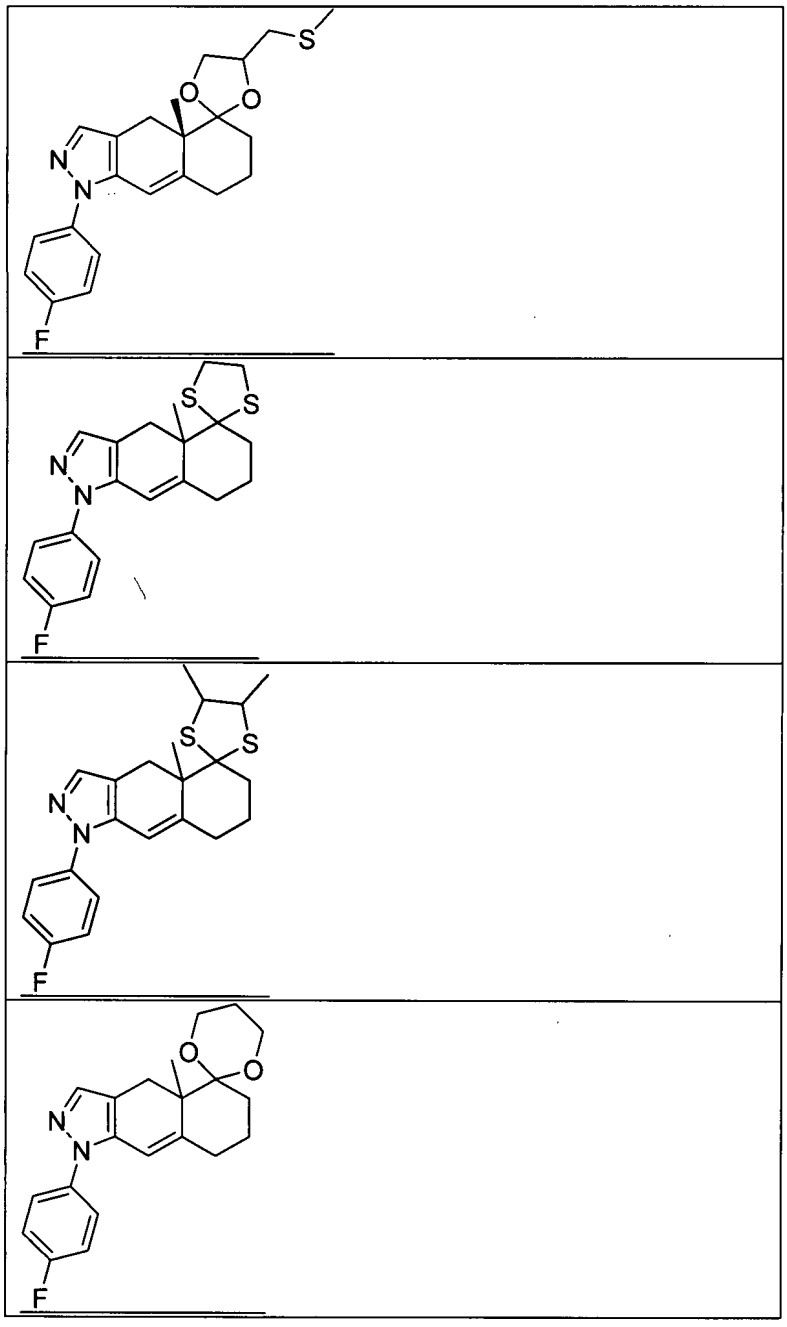


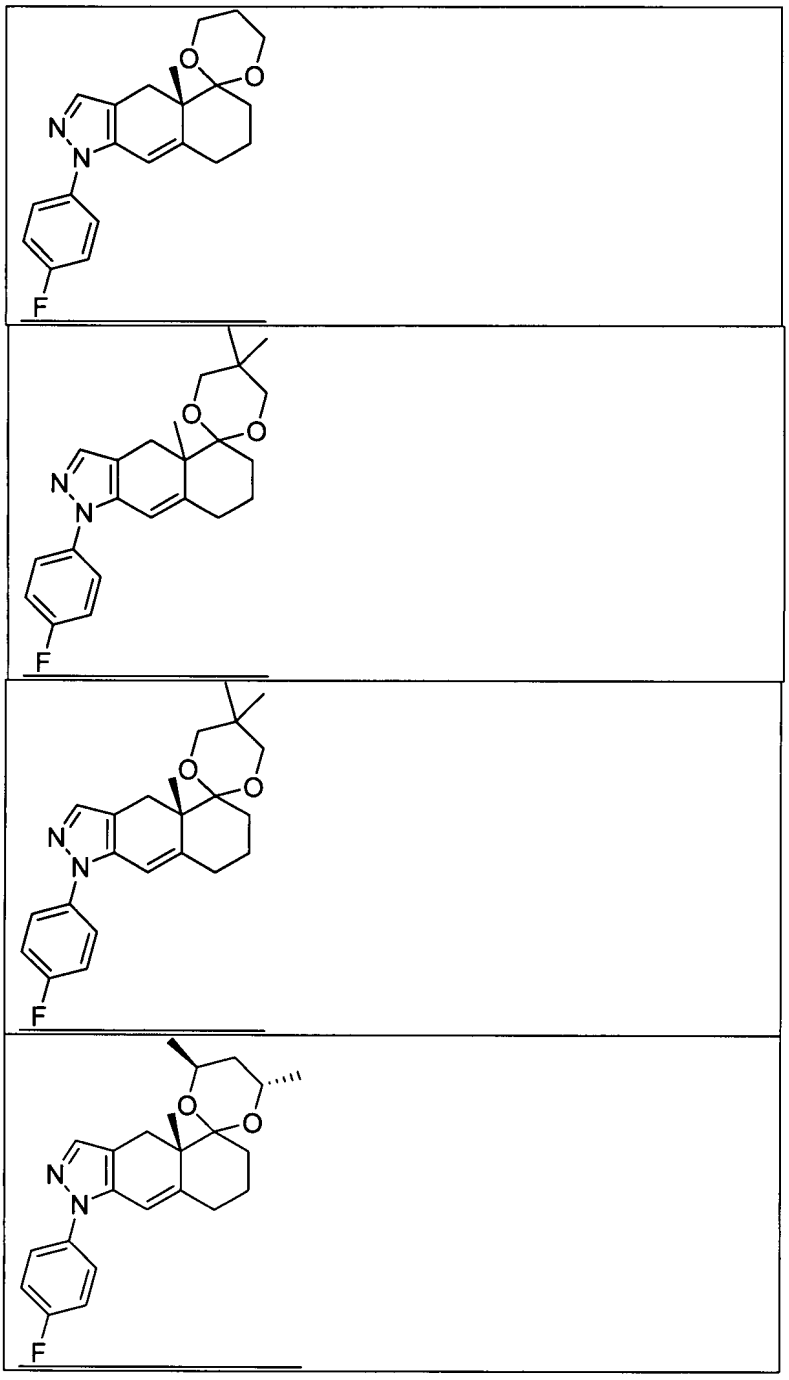

Cl
O
O
O
Cl
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F

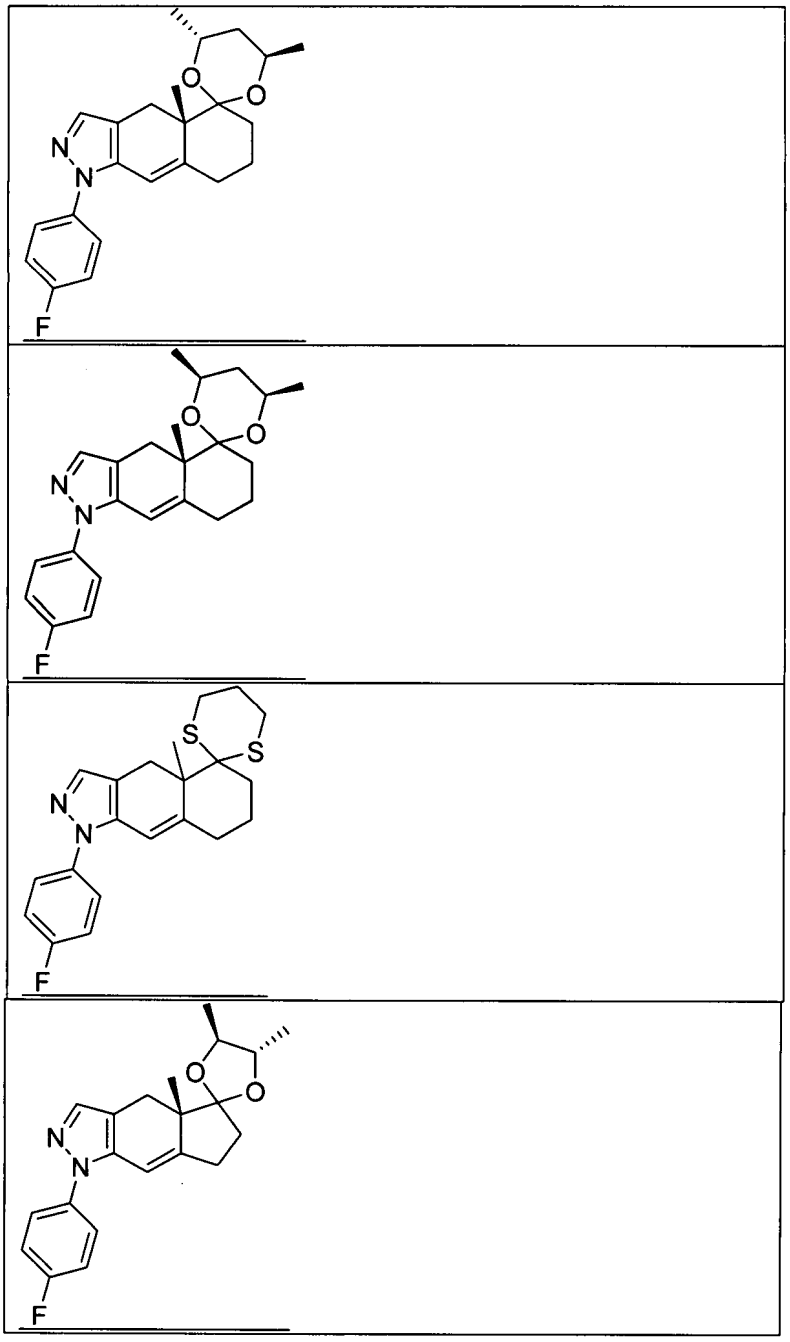


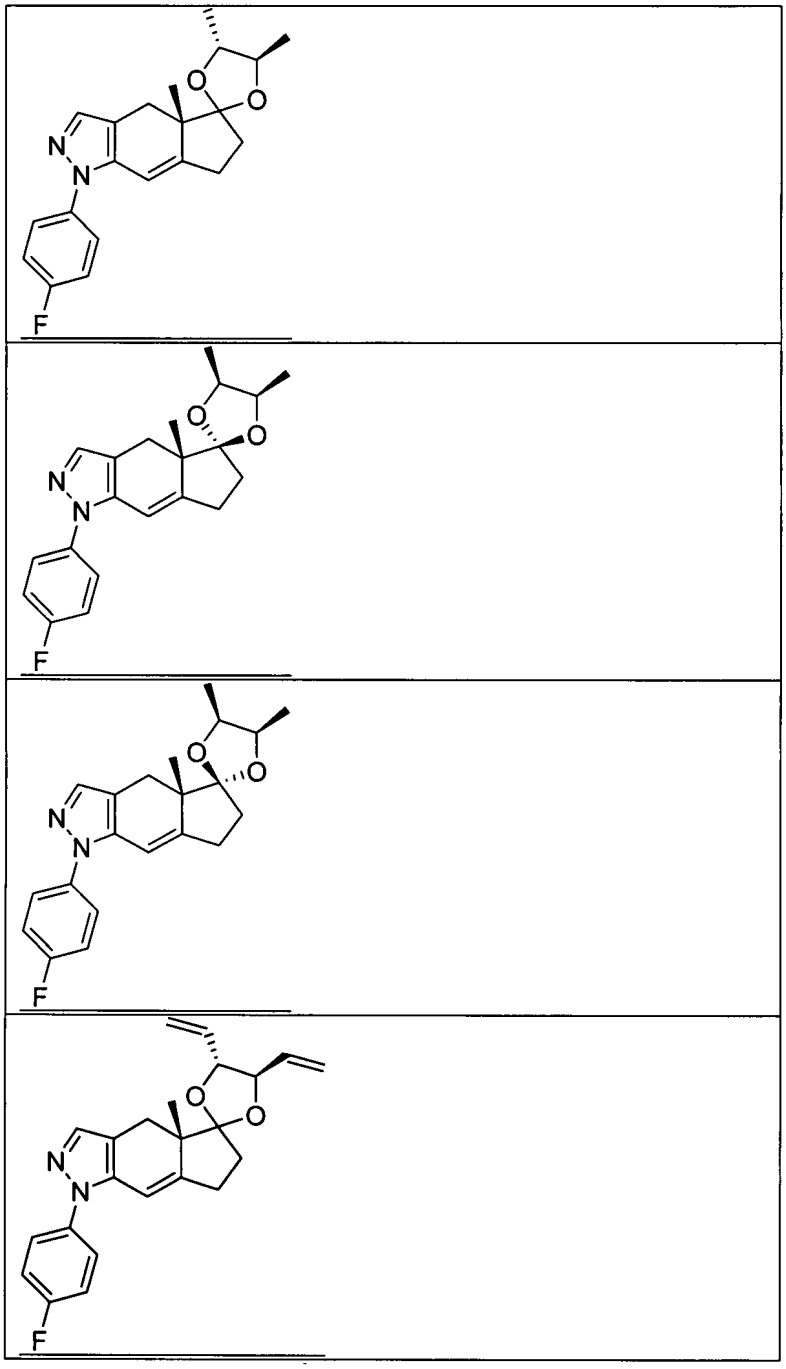


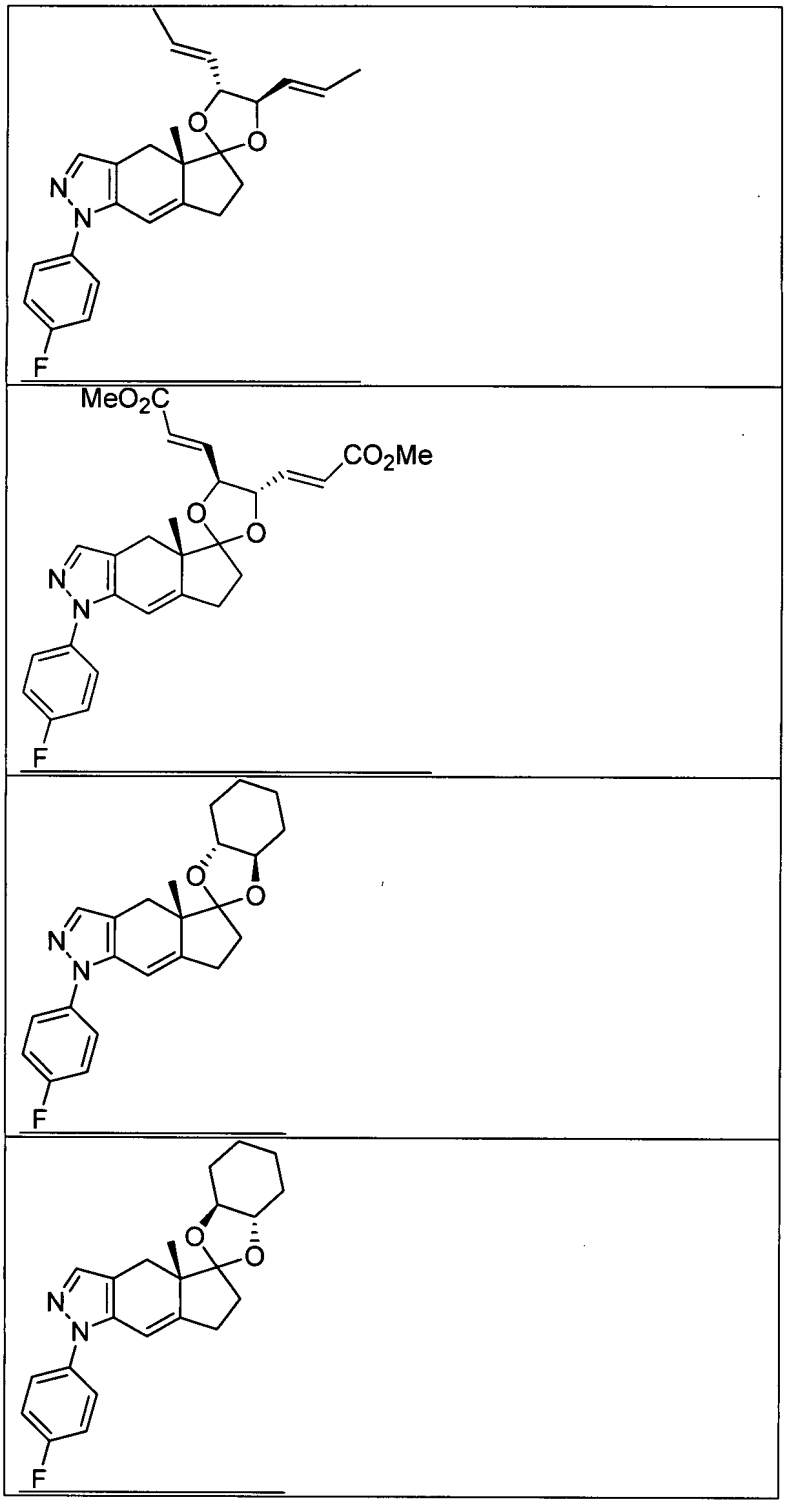


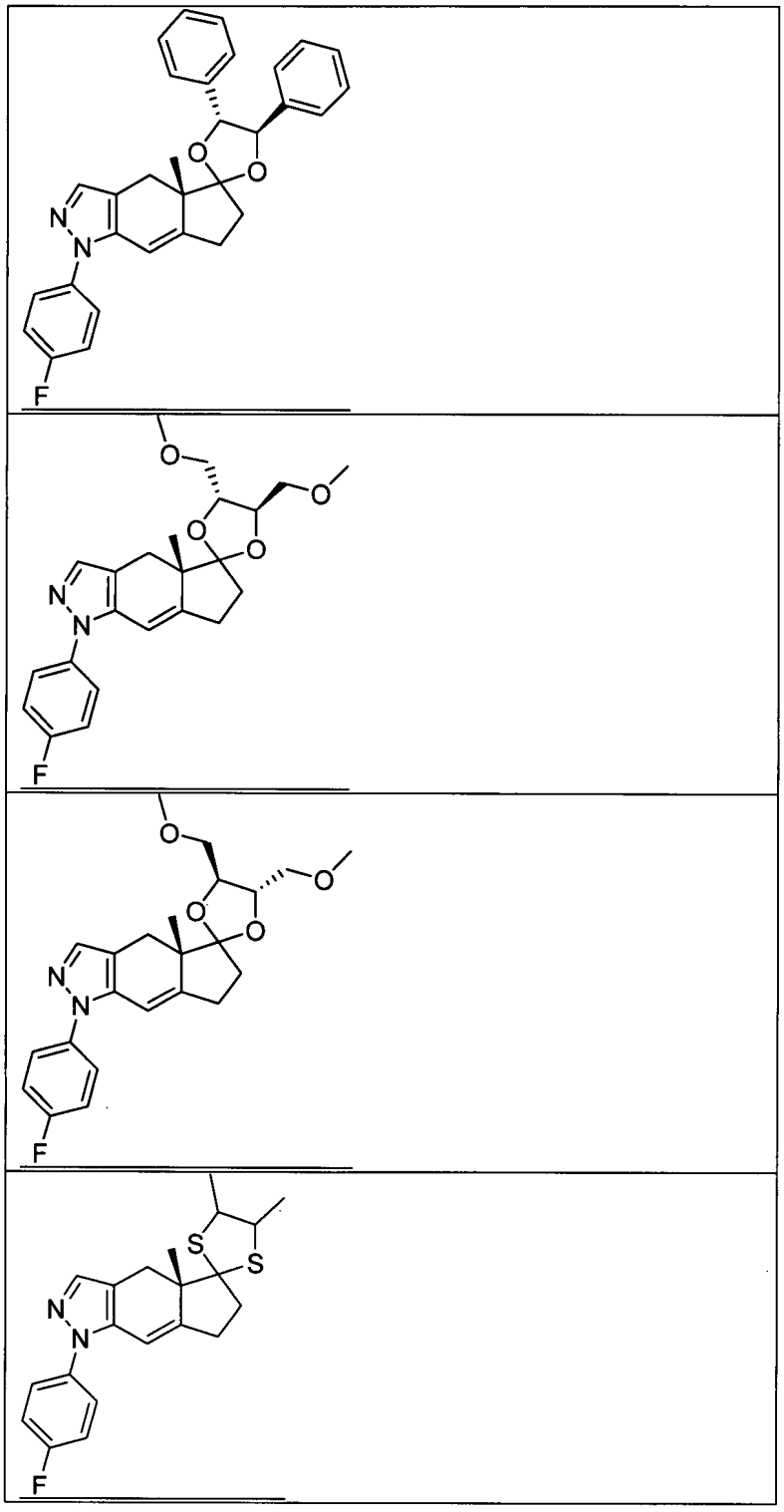

S
O
O
N
N
F
S
S
N
N
F
S
S
N
N
F
O
O
N
N
F

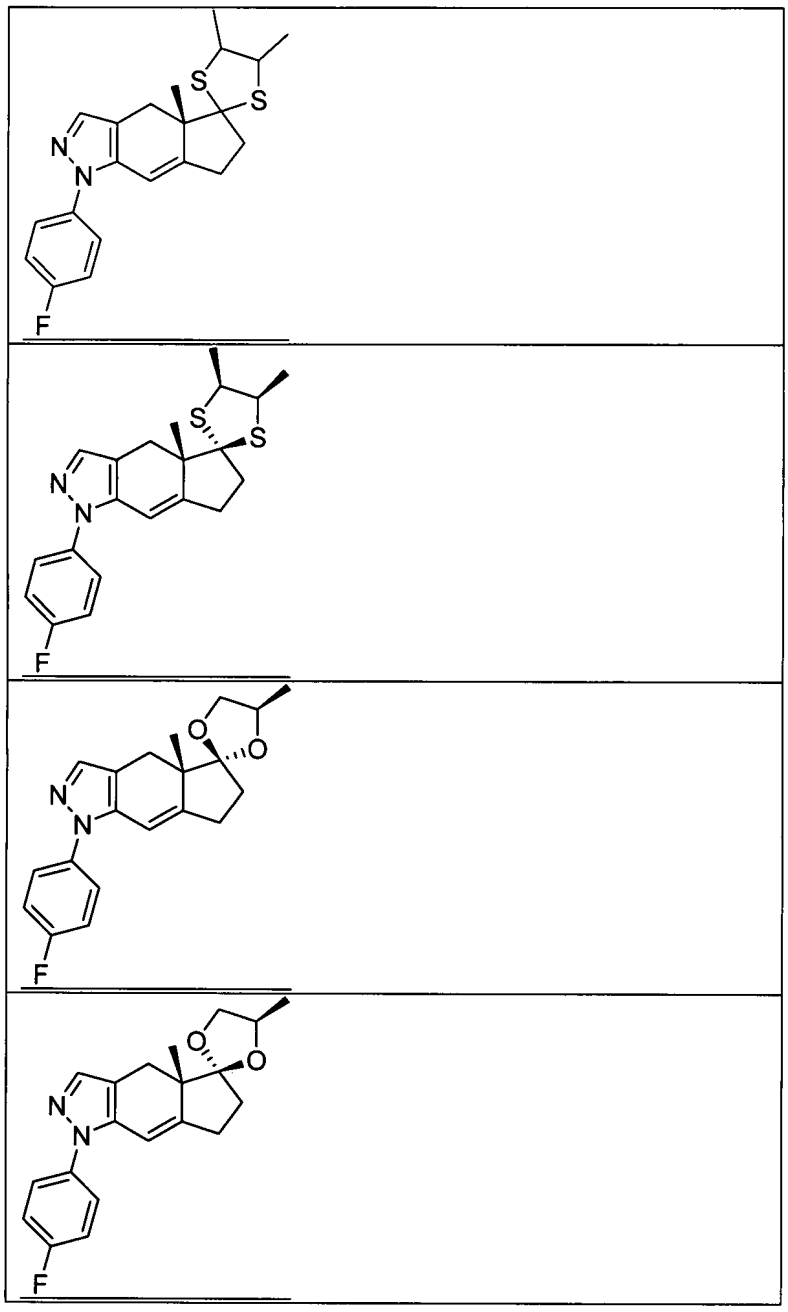


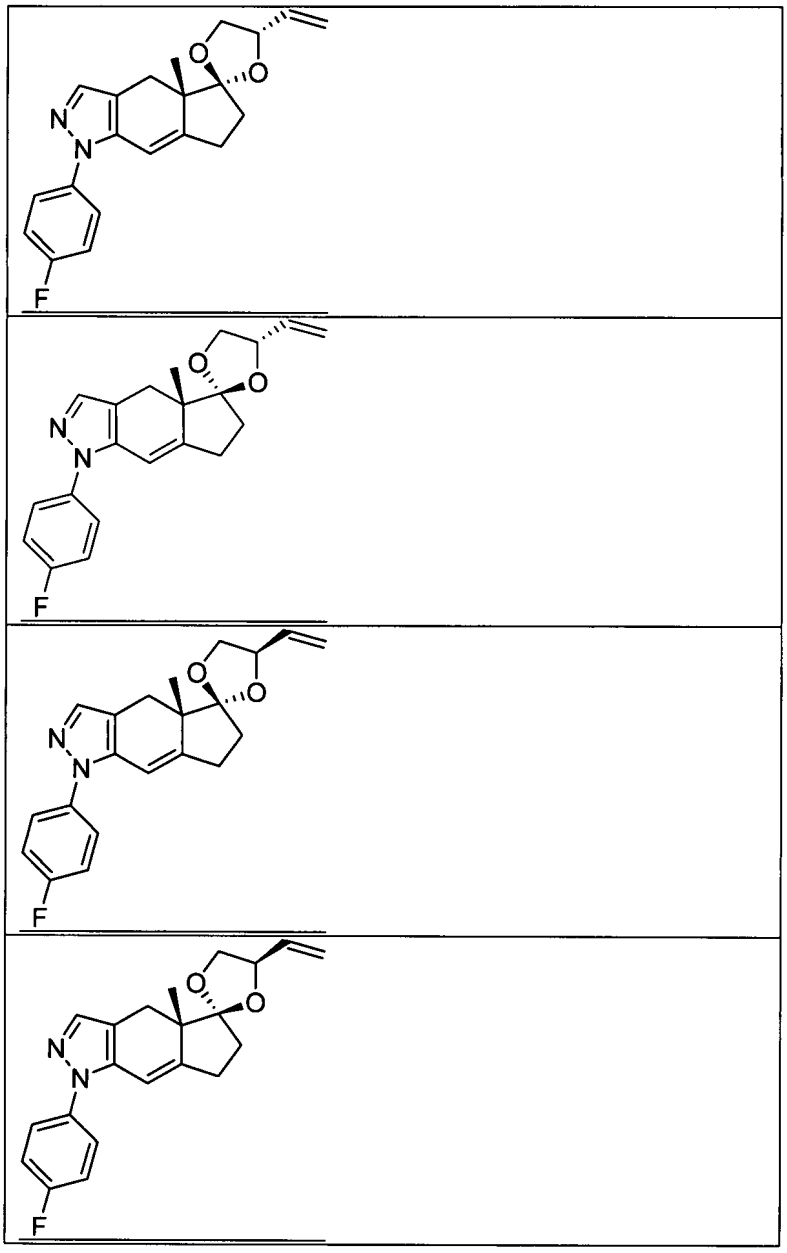


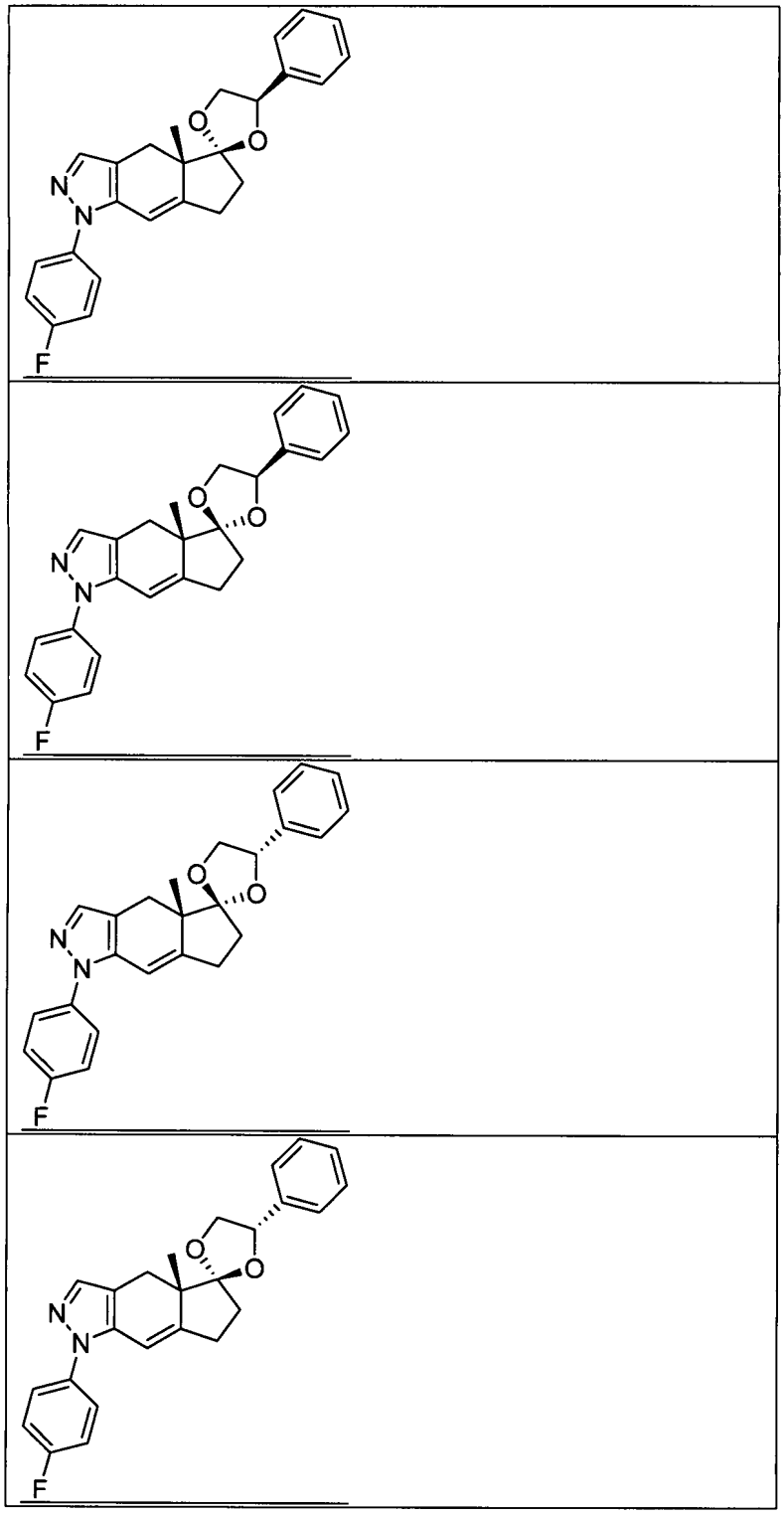


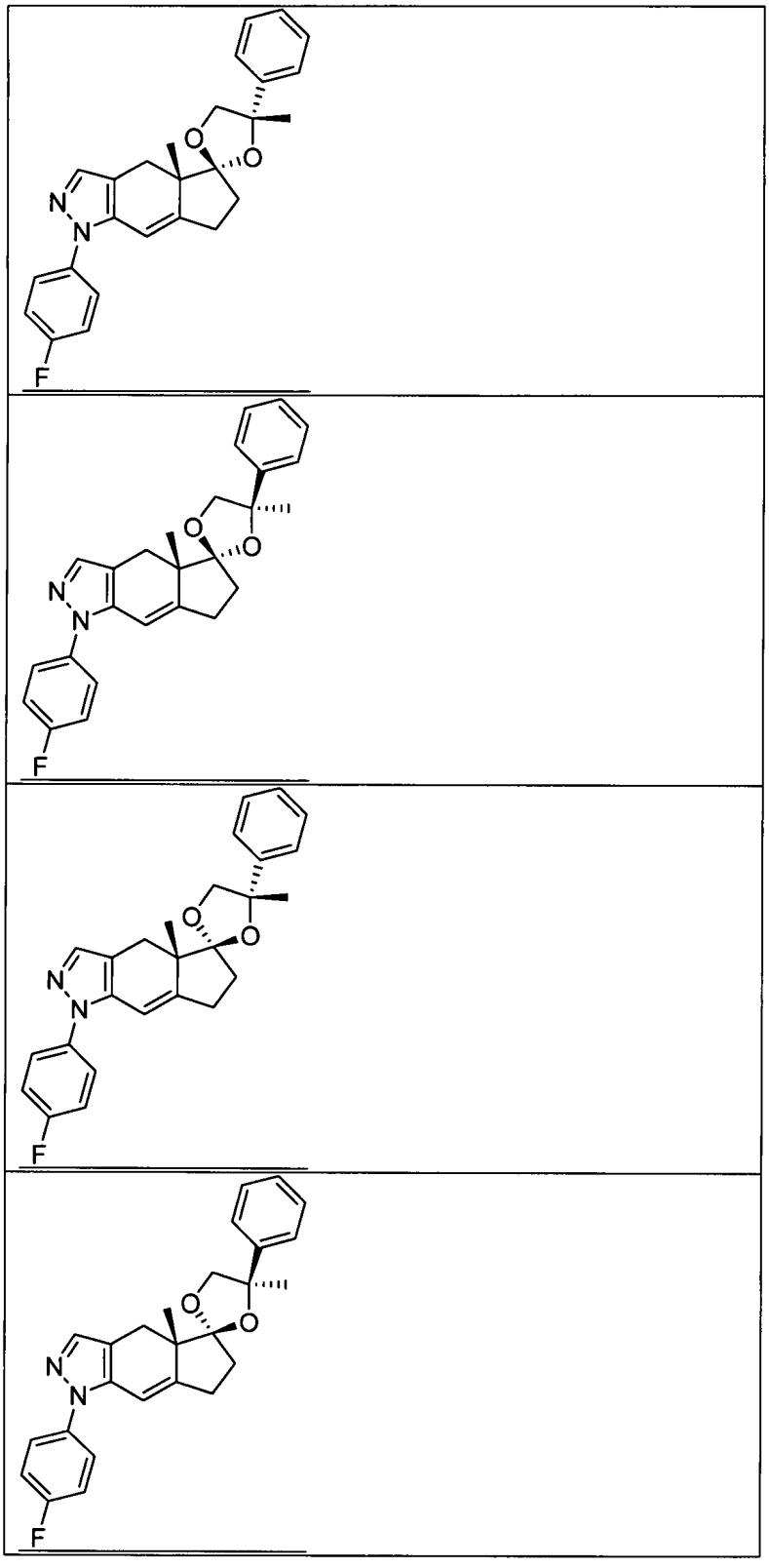

F
MeO2C
CO2Me
F
F
F

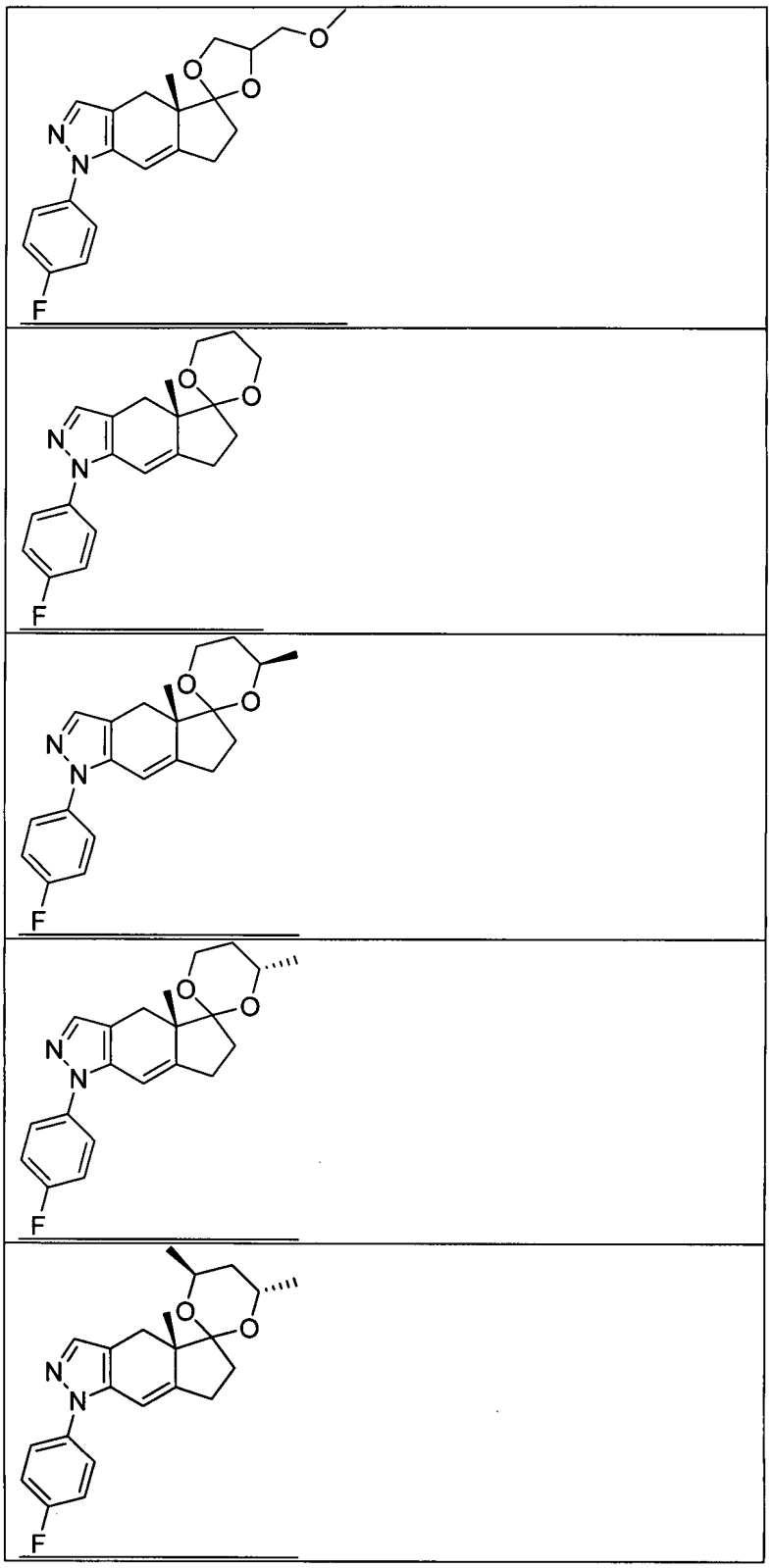

O
O
N
N
F
O
O
O
O
N
N
F
O
O
O
O
N
N
F
S
S
N
N
F

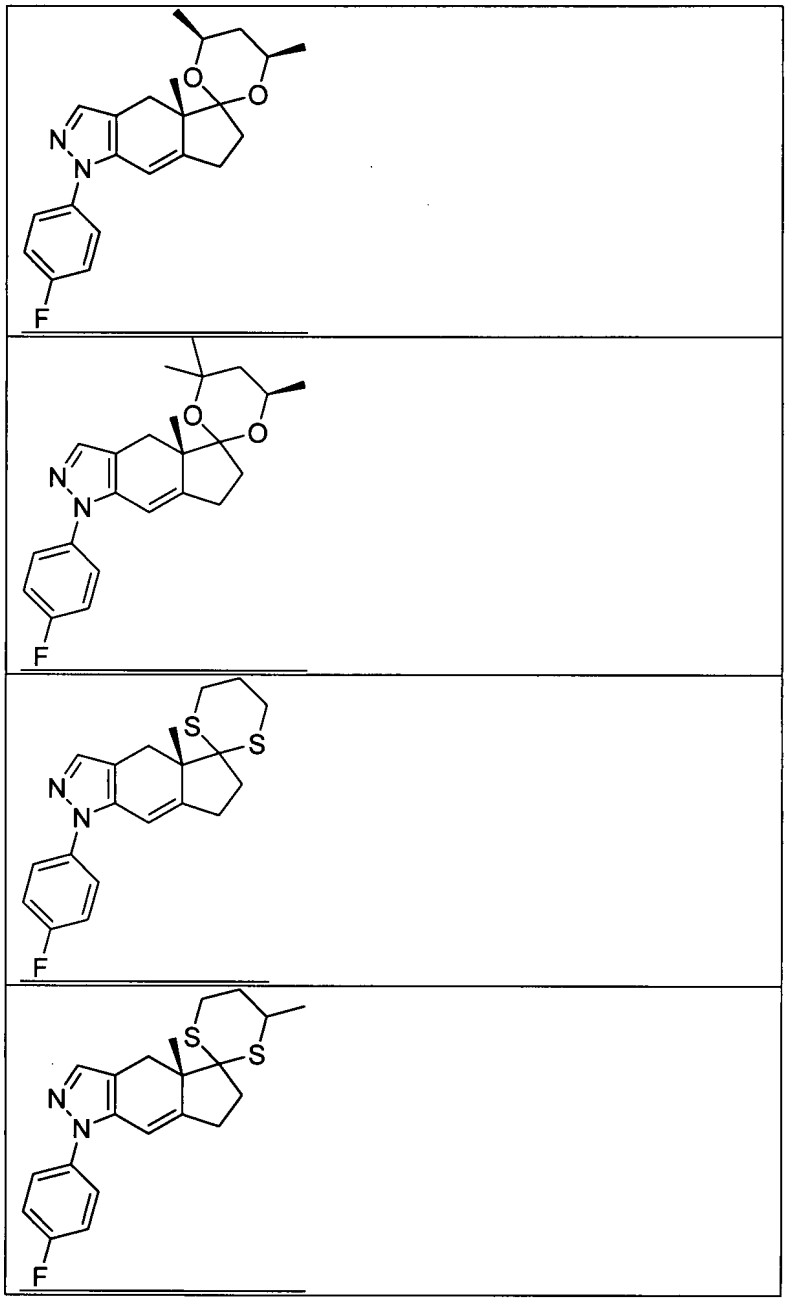

S
S
N
N
F
S
S
N
N
F
O
O
N
N
F
O
O
N
N
F

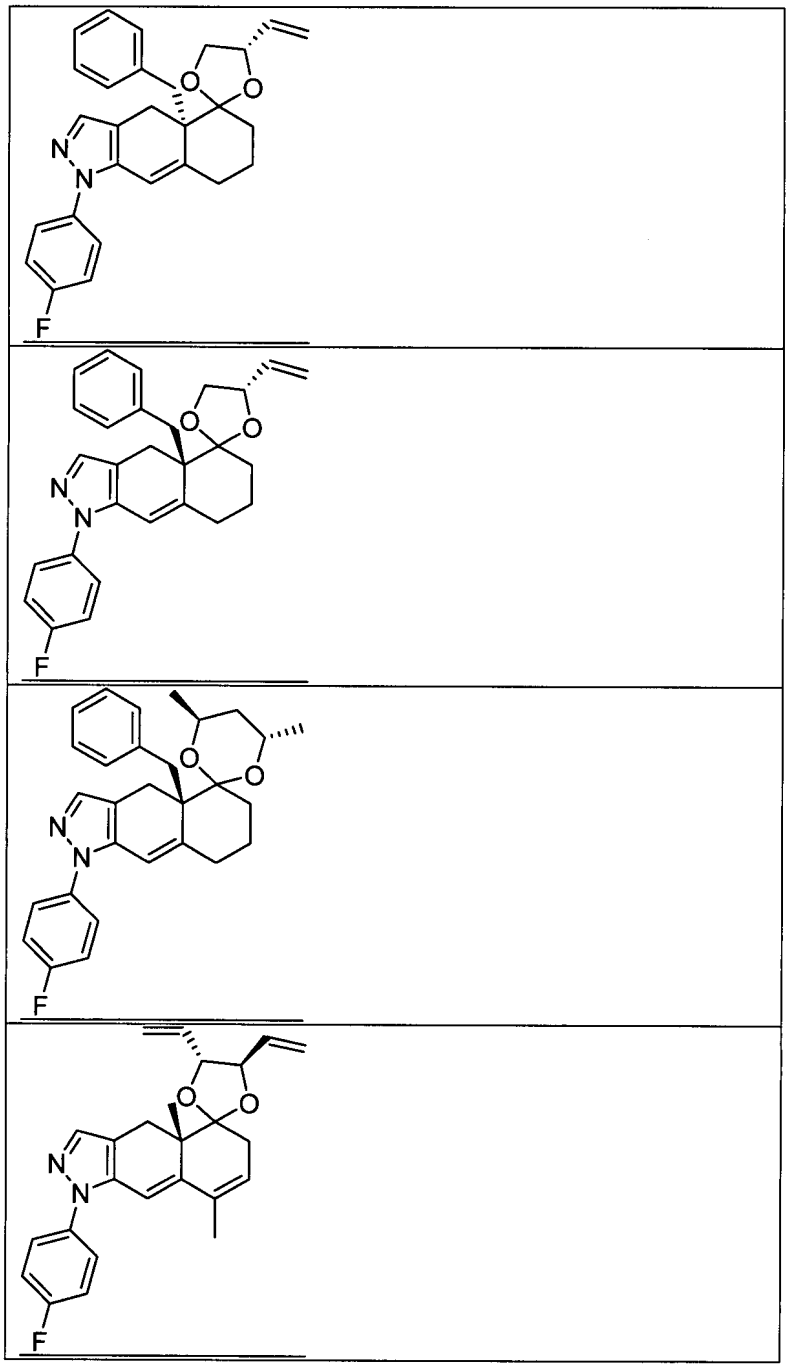

O
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F

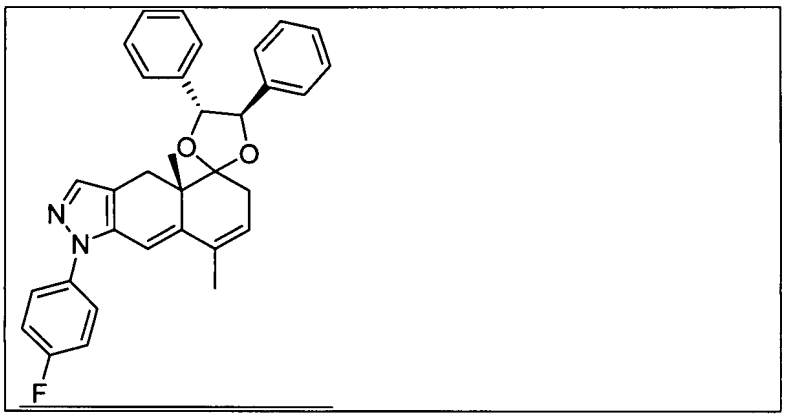

O
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F






O
O
N
N
F
O
O
N
N
F
S
S
N
N
F
S
S
N
N
F


O
O
N
N
F
O
O
N
N
F
O
O
N
N
F
O
O
N
N
F



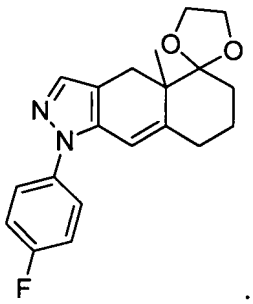
or a pharmaceutically acceptable salt of any of the foregoing compounds.

15 to 21. (canceled)

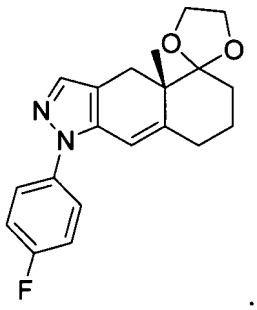
22. (currently amended) A pharmaceutical composition comprising a compound according to claim [[1]] 11 in combination with a pharmaceutically acceptable carrier.

23 to 27. (canceled)

28. (new) The pharmaceutical composition according to Claim 8 wherein the compound of Formula I is



29. (new) The pharmaceutical composition according to Claim 28 wherein the compound of Formula I is


O
O
N
N
F